

ARTICLES OF ASSOCIATION

- of -

THE PHYSIOLOGICAL SOCIETY

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ARTICLES OF ASSOCIATION
OF
THE PHYSIOLOGICAL SOCIETY

THE COMPANIES ACTS 1985 - 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

1. Name of charity and Meaning 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'	means the Companies Acts 1985, 1989 and 2006 (to the extent in force) including 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;
'the Council'	means the Trustees of the Council constituted under Article 13 hereunder;
'the Deputy President'	means the Trustee elected to that position in accordance with these Articles;
'the Executive Committee'	means the members for the time being of the Executive Committee constituted under Article 15 hereunder;
'Honorary Members'	means honorary members as defined in Article 12.3;
'Honorary Secretary'	means the Trustee elected to that position in accordance with these Articles;
'Members'	means Honorary Members and Ordinary Members;
'Meetings Secretary'	means the Trustee elected to that position in accordance with these Articles;
'the Nominations Committee'	means the members of the Nominations Committee constituted under Article 13.8;

‘Office’	means the registered office of the Society;
‘Ordinary Members’	means ordinary members as defined in Article 12.2;
‘Publications Committee’	means the committee constituted under article 23;
‘the President’	means the Member of the Society elected as President in accordance with these Articles and who chairs meetings of the Council;
‘Scientific Meetings’	means meetings held for the purpose of presenting demonstrations and communications and including symposia, workshops, special and prize lectures;
‘Signed’	shall include faxes of signatures and other forms of authentication that are permitted by law;
‘Trustees’	the directors of the Society.
‘in Writing’	means written, printed, lithographed, typewritten or in electronic format (including fax, email and the Society’s website) and other ways of showing and reproducing words in a visible form (to the extent legally permissible);

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.

1.6 The Society is established for the Objects.

2. A copy of the Articles and any Regulations must be available for inspection by the Members of the Society at the Office. Any Member who requests a copy of these Articles must be sent a copy.

3. Registered Office

3.1 The Registered Office of the Society will 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 afford its Members opportunities for interchanging opinions and for discussing matters relating to research connected with Physiology and the teaching of Physiology;
- 5.1.2 to conduct and hold or assist in the conducting and holding of meetings for the purpose of making demonstrations or exhibitions of experiments and apparatus or specimens and for the purpose of making communications, oral, printed or electronic relating to Physiology and to publish such reports, journals or other publications the Society may from time to time determine;
- 5.1.3 to construct alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises or structure or land;
- 5.1.4 to employ and pay any employees, officers, servants and professional or other advisers;
- 5.1.5 to raise funds and borrow moneys invite and receive contributions or grants or enter into contracts seek subscriptions or raise monies in any way;
- 5.1.6 subject to any consent required by law to buy, take on lease, sell, lease or otherwise dispose of, hire charge or mortgage or acquire any land or property of any sort;
- 5.1.7 to give or receive any guarantee or indemnity;
- 5.1.8 to promote or undertake study or research and disseminate the results of such;
- 5.1.9 to produce, print and publish anything in written, oral, visual or electronic media;
- 5.1.10 to provide or procure the provision of services training consultancy advice support counselling and guidance;
- 5.1.11 to promote and advertise the Society's activities;
- 5.1.12 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;
- 5.1.13 to undertake any charitable trust or any charitable agency business;
- 5.1.14 to make provision for the payment of pensions and superannuation to or on behalf of employees and their dependants;
- 5.1.15 to carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of the Society or the trade is temporary or ancillary to the carrying out of the objects of the Society or where it does not create any direct tax liability;
- 5.1.16 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake 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 limited company or companies or other body by way of loan or share subscription or other means;

- 5.1.17 to establish support or join with any charitable companies, institutions, societies or associations whose objects are the same as or similar to its own;
- 5.1.18 to purchase or otherwise acquire any of the property, assets and liabilities of any of the charities, institutions, societies or associations with which the Society is authorised to join, and perform any of their engagements;
- 5.1.19 to transfer any of the Society's property, assets, liabilities and engagements to any of the charities, institutions, societies or associations with which the Society is authorised to join;
- 5.1.20 to open and operate banking accounts and other banking facilities;
- 5.1.21 to enter into any arrangements with any governments, authorities or any person, company or association;
- 5.1.22 to insure any risks arising from the Society's activities;
- 5.1.23 to insure the Trustees against the costs of a successful defence to a criminal prosecution 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.
- 5.1.24 to delegate upon such terms and at such reasonable remuneration as the Society may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

- (a) the Managers are properly authorised to carry on investment business;
- (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Society;
- (c) the Managers are under a duty to report promptly to the Society any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Society;
- (d) the Society is entitled at any time to review, alter or terminate the delegation or the terms thereof; and
- (e) the Society reviews the arrangements for delegation at intervals but so that any failure by the Society to undertake such reviews shall not invalidate the delegation;

5.1.25 to arrange for investments or other property of the Society to be held in the name of a nominee company (being a corporate body registered or having an established place of business in England and Wales) acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required;

5.1.26 to pay grants and travel expenses; and

5.1.27 to do anything else within the law which helps promote the objects.

6. Use of income and property

6.1 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 or as permitted below under 'Allowed Payments' and then only after complying with any requirements of the Act and the Charities Acts, PROVIDED this shall not prevent a member of the Society or a Trustee receiving any benefit as a beneficiary.

7. Allowed Payments

7.1 The Society may pay:-

7.1.1 reasonable and proper payment to any officer, servant, employee, professional or other adviser of the Society who is not a Trustee for any services to the Society;

7.1.2 reasonable and proper remuneration of a Trustee for services actually rendered to the Society or a subsidiary of the Society (save for services rendered in his capacity as a Trustee), PROVIDED THAT:-

(a) the number of Trustees so remunerated in any accounting period shall not exceed a minority of the Board of Trustees;

(b) no resolution to approve such remuneration to a Trustee shall be effective unless it is passed at a meeting of the Board of Trustees;

(c) such Trustee shall not vote on any resolutions relating to his engagement by the Society or a subsidiary (as defined in the Act) of the Society;

(d) the remuneration or maximum remuneration payable to the Trustee shall be set out either in the resolution approving such remuneration or in a written agreement between the Trustee and the Society; and

(e) the services are permitted in accordance with and subject to the conditions in sections 73A to 73C of the Charities Act 1993 (as amended).

For the purposes of these Articles 7.1.1 and 7.1.2 "services" includes goods that are supplied in connection with the provision of services.

- 7.1.3 reasonable interest on the money lent by any Trustee;
- 7.1.4 reasonable out-of-pocket expenses to any Trustee;
- 7.1.5 reasonable and proper payment to a company of which a member of the Society or a Trustee holds not more than a hundredth of the capital;
- 7.1.6 reasonable and proper rent of premises demised or let by any Trustee;
- 7.1.7 to the extent permitted by law, reasonable and proper premiums in respect of any Trustee indemnity insurance policy taken out pursuant to 5.1.23 above;
- 7.1.8 any payment to a Trustee under the indemnity provisions in the Articles of Association;
- 7.1.9 a grant to a Member or Trustee to cover the cost of travel where the purpose of travel is to facilitate the exchange of scientific information between Physiologists and others related to the Society's objects;
- 7.1.10 a payment of a reasonable and proper amount assessed in the manner set out below to any employer of a Trustee ('academic support') provided that 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.
- 7.1.11 The amount of any such travel grant referred to in 7.1.9 or academic support referred to in 7.1.10 shall be decided and reviewed by a committee of members of the Society consisting of not less than three Honorary Members or Ordinary Members who are not Trustees such that no Trustees shall:
- (a) take part in any discussion relating to the level or payment of the travel grants or the academic support; or
 - (b) vote on any resolution relating to travel grants or academic support.
- PROVIDED THAT such decisions of the Members shall be ratified by the Council other than those Trustees who receive travel grants or academic support.
- PROVIDED THAT no Trustee shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that Trustee other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Trustees.
- 7.1.12 For the purposes of this Article 7 Trustee shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his partner.
- 7.1.13 A payment to a Trustee includes the payment to or the engagement of or remuneration of any firm or company in which the Trustee is: (i) a partner; (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1 per cent of the issued capital.

8. Alterations to these Articles

8.1 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 number of members having the right to vote agree to such short notice.

8.2 Alterations may only be made to:

8.2.1 the Objects; or

8.2.2 to any clause in these Articles which directs the application of property on dissolution; or

8.2.3 to any clause in these Articles which gives Trustees any benefit,

with the Charity Commission's prior written consent where this is required by law.

8.3 The Society shall inform the Charity Commission and Companies House of any alterations to the Memorandum and Articles and all future copies of the Memorandum and Articles issued must contain the alterations.

8.4 Alterations may also require the consent of other bodies.

9. Limited Liability

9.1 The liability of the Members is limited.

10. Guarantee by Members of the Society

10.1 Every Member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he or she is a Member or within one year after s/he ceased to be a Member for payment of the debts and liabilities of the Society contracted before he or she ceased to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1.

11. Winding-up of the Society

11.1 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 or institutions with objects similar to the objects of the Society, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice 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.

12. Members

- 12.1 The Society shall consist of Ordinary Members and Honorary Members. The acceptance of membership shall be deemed to imply an agreement to be bound by all the regulations of the Society for the time being. Particulars of each Member shall be entered on the Register of Members kept pursuant to the Act. Ordinary Members and Honorary Members shall be Members for the purposes of the Act.
- 12.2 Ordinary Members: those persons who are interested in Physiology and who apply in writing to become Members in accordance with requirements determined by the Council from time to time and shall be eligible to be registered as Ordinary Members and to be voting Members of the Society. The Council reserves the right to refuse an application for Ordinary Membership.
- 12.3 Honorary Members: persons of distinction in Science who have contributed to the advancement of Physiology are eligible for appointment as Honorary Members on the nomination of the Council following receipt of advice from the Nominations Committee. Honorary Members shall have the rights of Ordinary Members of the Society, but shall not be called upon to pay annual subscriptions. Honorary Members shall have the additional right to choose to be sent *The Journal of Physiology* free of charge.
- 12.4 The Council may delegate the power to admit Members.
- 12.5 All Ordinary Members must pay the subscriptions (if any) that the Council decides from time to time. Annual subscriptions shall be determined by the Council on the recommendation of the Honorary Treasurer of the Society. The Council may fix differing rates for subscriptions.
- 12.6 All subscriptions are payable in advance. The first subscription, being the whole of the current annual subscription, falls due and payable on the date of acceptance of the candidate's application; thereafter the subscription falls due on the anniversary of the acceptance date in each year. A candidate whose application has been accepted, shall not be admitted to the privileges of Ordinary Membership if in any year thereafter payment is not received within a reasonable time (as may be specified in any regulations), privileges may be withdrawn at the Honorary Treasurer's discretion until payment of the subscription for that year has been received.
- 12.7 Any Ordinary Member whose subscription is one year in arrears and who has been sent notification in writing of the fact, shall normally cease to be an Ordinary Member of the Society unless in any particular case the Council shall determine otherwise. Expulsion of Ordinary Members in arrears must be ratified by the Council.
- 12.8 If at any time the Council shall be of the opinion that the interests of the Society require the expulsion of a Member, it shall first notify the individual concerned to allow him or her to make a case against expulsion. If the person wishes to make a case against expulsion this will be submitted to the Council for a final decision. In exceptional cases provision may be made to submit the question to a General Meeting, called as provided in these Articles. The notice for a General Meeting for this purpose shall be issued at such a date as will enable the Member, whose expulsion is proposed, to receive the notice and will afford him or her

the opportunity of being present and being heard at the meeting, or of being represented thereat by another Member he or she has nominated to speak on his or her behalf.

- 12.9 A vote on the Council's motion for expulsion shall be taken by ballot, in which Members unable to attend the Meeting may record their votes as may be determined by regulations. If not less than 75% of the votes cast out of a total of at least 100 votes, are recorded in favour of the expulsion of the Member in question, they shall thereupon cease to be a Member of the Society, and shall not be entitled to the refund of any subscription paid for that year nor any part thereof.

13. The Council

- 13.1 The Society shall have a Council consisting of Trustees nominated and elected by the Members of the Society. A person elected as a Trustee must be a Member of the Society.
- 13.2 The total number of Trustees will be decided from time to time by the Council but may not be reduced below four. Variation of this provision requires a Special Resolution passed by 75% of those voting at a General Meeting.
- 13.3 The Trustees will be the trustees of the Society and the directors of the Society. The Council will be the board of trustees of the Society and the board of directors of the company.
- 13.4 At the invitation of the Council, other Members of the Society will be permitted to attend Council meetings as observers and to contribute to discussions, save that such individuals shall not be entitled to vote on any resolution.
- 13.5 The Council can co-opt any Member to fill a vacancy in the membership of the Council. They will hold office until the next Annual General Meeting. Those co-opted will be eligible to stand for election or to be co-opted again and may vote at meetings of the Council. A co-opted Member may be removed by the Council at any time and may not be co-opted more than twice.
- 13.6 The Council may act despite any vacancy on the Council, but if the number of Trustees falls below the quorum, it may act only to summon a General Meeting of the Society.
- 13.7 The Council may make such regulations (including standing orders and domestic rules) as it sees fit. These must 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 Board which would otherwise have been valid.
- 13.8 The Council shall appoint a Nominations Committee, that shall seek and assess all nominations for the President, Honorary Membership and membership of the Executive Committee; it will comprise the President and three other Trustees, who shall be proposed by the Executive Committee and approved by Council at the first Council meeting of the year following the annual general meeting.
- 13.9 The funds of the Society shall be under the control of the Council who shall have the power to expend such funds for the promotion of the objects of the Society as they think fit.
- 13.10 The business of the Society is managed by the Council. The Council may exercise all the powers of the Society save for those which are referred to as being powers of the Executive Committee. The Council may pay all the expenses of promoting the Society.

They may use all powers of the Society which are not, by the Act or by these Articles, required to be used by a General Meeting of the Society.

- 13.11 The Council must have minutes or other records
- 13.11.1 of all appointments of officers;
- 13.11.2 of the names of Trustees present at each of its meetings and of any committee of the Council;
- 13.11.3 of all resolutions and proceedings at all meetings of:
- (a) the Society;
 - (b) the Council;
 - (c) the Executive Committee; and
 - (d) any committees of the Council.
- 13.12 All appointments, retirements or removals of Trustees and the Company Secretary must be notified to the Registrar of Companies.
- 13.13 A Trustee ceases to hold office if he or she:
- 13.13.1 becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 13.13.2 becomes barred from membership of the Council because of any order made under the Act or by virtue of Section 72 of the Charities Act 1993; or
- 13.13.3 becomes incapable whether mentally or physically of managing his or her own affairs; or
- 13.13.4 resigns the office by notice in writing to the Society but only if at least three Trustees will remain in office when the resignation takes effect; or
- 13.13.5 is absent without notice from three consecutive meetings of the Council and is asked by a majority of the other Trustees to resign; or
- 13.13.6 is directly or indirectly involved in any contract with the Society and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the Trustee became interested in the contract and the Council resolves by two thirds to remove that Trustee; or
- 13.13.7 is removed from office under Article 13.14; or
- 13.13.8 ceases to be a Member of the Society; or
- 13.13.9 is removed from office by a resolution of at least 75% of the other Trustees at a Council meeting at which at least half of the serving Trustees are present.

13.14 A General Meeting of the Society may remove any Trustee before the end of his or her period of office whatever the rest of these Articles or any agreement between the Society and the Trustee may say.

13.15 Removal can take place only by the Society passing an ordinary resolution saying so. Member(s) of the Society must give notice to the Society of intention to remove a Trustee and/or appoint a replacement. At least 28 Clear Days' notice must be given to the Society and subsequently at least 21 Clear Days' notice to the membership. Once the Society receives such notice it must immediately send a copy to the Trustee concerned. He or she has a right to be heard at the General Meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the Trustee may require it to be read to the meeting.

14. Meetings of the Council

14.1 A quorum at a Council Meeting shall consist of four Trustees.

14.2 The President shall chair meetings of the Council, except that in his or her absence, and with the agreement of those attending the meeting, another Trustee shall act as chairman.

14.3 The Council may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.

14.4 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.

14.5 Any three Trustees may summon a meeting of the Council.

14.6 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.

14.7 The Council may elect or remove a Chair and any other officers that it wishes from among the Trustees.

14.8 A resolution in Writing signed by all the Trustees or 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. The resolution may consist of several documents in the same form signed by one or more Trustees or committee of the Council.

14.9 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee or that he or she was disqualified, anything done before the discovery at any meeting of the Council is as valid as if there were no defect or disqualification.

15. The Executive Committee

15.1 The Council shall elect from among its members the Executive Committee who shall oversee the day to day operations of the Society.

15.2 The Council may delegate any of its powers to the Executive Committee as it thinks fit.

- 15.3 The Executive Committee shall consist of the President of the Society, the Deputy President of the Society, an Honorary Treasurer, a Meetings Secretary and three other members who may be chairpersons of other committees of the Society.
- 15.4 The President shall chair meetings of the Executive Committee except that in his or her absence, and with the agreement of those attending the meeting, the Deputy President or another member of the Executive Committee shall act as chairman.
- 15.5 A quorum at an Executive Committee meeting shall be four.
- 15.6 Any Trustee who ceases in office who is also a member of the Executive Committee will be deemed to have resigned his or her office on the Executive Committee.
- 15.7 Any member of the Executive Committee may resign his or her office by notice in writing to the President of the Society and such resignation shall take effect at the next meeting of the Executive Committee. His or her place may be filled by a nomination of the President until the next meeting of the Council.

16. Committees

- 16.1 The Council may delegate the administration of any of its powers to (i) the Executive Committee and (ii) any committees consisting of one or more Trustees and a committee must conform to any rules that the Council imposes on it.
- 16.2 The Council may co-opt any person or people to serve on a committee.
- 16.3 A committee must have minutes of all meetings. All minutes, acts and proceedings of the committee must be reported to the Council as soon as possible.
- 16.4 A committee of the Council may elect a chair of its meetings if the Council does not nominate one.
- 16.5 If at any meeting the committee chair is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chair of the meeting.
- 16.6 A committee may meet and adjourn whenever it chooses.
- 16.7 Questions at the meeting must be decided by a majority of votes of the committee members present.

17. Conflicts of Interest

- 17.1 To the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.
- 17.2 Where the duty of a Trustee to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Society including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in

relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:

17.2.1 the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them; and

17.2.2 any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, subject to Articles 17.3 and 17.4; and

17.2.3 the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted, subject to Articles 17.3 and 17.4.

17.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Trustees present at the meeting to constitute a quorum, the unconflicted Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 17.2 and the manner of dealing with the conflict, provided that:

17.3.1 they may only give such authorisation where they are satisfied that the conflicted Trustee or Trustees will not receive any direct or indirect benefit other than one permitted by these Articles; and

17.3.2 the total number of Trustees at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.

17.4 In the event that all of the Trustees present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 17.3.1 and 17.3.2 above.

17.5 The duty to deal with conflicts referred to in Article 17.2 applies in the case of the exploitation of property, information or opportunity even if the Society is not taking, or could not take, advantage of the opportunity.

17.6 The Trustees shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest.

17.7 The Board may by resolution passed in the manner set out in this Article, authorise a Trustee not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Trustee.

17.8 Nothing contained in this Article shall authorise a Trustee to receive any benefit not permitted elsewhere in these Articles.

18. Company Secretary

18.1 The Council may appoint and remove the Company Secretary and may decide his or her period of office, pay (if not a Trustee) and conditions of service.

18.2 The Act says that some actions must be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and the Company Secretary, it is not enough for him or her to do the action first as a Trustee and then as Company Secretary or vice versa.

19. General Meetings

19.1 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.

19.2 The above-mentioned General Meetings shall be called Annual General Meetings and all other General Meetings shall be General Meetings.

19.3 The Council may call a General Meeting whenever they wish. Such a meeting must also be called if not less than five per cent of the Members request it in accordance with the Act.

20. Notice of General Meetings

20.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in Writing (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 26.1.5). 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 include a statement informing the 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 by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent of the members entitled to attend and vote at it.

20.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice, shall not invalidate the proceedings at that meeting.

21. Proceedings at General Meetings

21.1 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 as hereinafter provided; to confirm or otherwise deal with the report and accounts; to confirm or otherwise deal with any acts of the Council, Executive Committee or any committee which may require confirmation, to receive and consider reports by the Editorial Board of *The Journal of Physiology* and by the Editorial Board of *Experimental Physiology*; to elect the Council of the Society and to appoint auditors for the ensuing year; to determine any matters arising from the result of the election; and to announce the new Honorary Members. No business of any other description shall be transacted unless special notice of such business shall have been given in the notice convening the Meeting.

21.2 To constitute a quorum at any General Meeting there shall be present in person or by proxy at least twenty-five Members.

21.3 Save as otherwise expressly provided, no business shall be transacted at any General Meeting unless a quorum be present at the time when the meeting commences business.

21.4 If within half-an-hour from the time appointed for the meeting a quorum is not present the meeting if convened by or upon the requisition of Members shall be dissolved. In any other

case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the Members present shall be a quorum.

- 21.5 In the event of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall have a second or casting vote.
- 21.6 The Chairman of the meeting may adjourn the meeting from time to time and from place to place, but no business shall, unless notice of such business shall have been given according to these Articles, be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 21.7 At the Annual General Meeting and General Meetings, one of the Ordinary Members present shall be elected to act as chairman of that Meeting; but at each Scientific Meeting sponsored or organised by a department of a university or other institute of higher education or research, the head of that department, or some other person deputed by him or her, shall act as chairman.
- 21.8 The conduct of the Scientific Meetings shall be regulated by the regulations made by the Council.

22. Votes of Members

- 22.1 Every Member shall have one vote at a General Meeting. On a poll votes may be given either personally, by post, or by proxy. A person holding a proxy may vote on any resolution.
- 22.2 At any meeting a resolution put to the vote at the meeting shall (except in such cases as a vote by ballot is expressly directed by these Articles) be decided on a show of hands, unless a poll is, before or on the declaration of the result of the show of hands, demanded by the Chairman of the meeting or by at least three Members, or a Member or Members representing not less than 10% of the total voting rights of the Members having the right to vote and unless a poll is so demanded a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, shall be decisive, and an entry to that effect in the book of proceedings 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.
- 22.3 If a poll is duly demanded it shall be taken in such manner as the Chairman 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.
- 22.4 A poll demanded on the election of a Chairman 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 Chairman of the meeting directs.
- 22.5 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in any usual or common form or in such other form as the Council may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he or she thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or such other

place or person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).

- 22.6 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by The Society at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).
- 22.7 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:
- 22.7.1 it must be in writing;
- 22.7.2 in the case of a special resolution it must be Signed by at least 75 per cent of all those Members (or their duly authorised representatives) entitled to receive notice of and to attend General Meetings;
- 22.7.3 in the case of an ordinary resolution it must be Signed by a majority of all those Members (or their duly authorised representatives) entitled to receive notice of and to attend General Meetings;
- 22.7.4 it may consist of two or more documents in identical form Signed by Members;
- 22.7.5 the passing of the resolution must comply with any other requirements of the law from time to time.

23. Publications

- 23.1 The Society shall publish two journals called *The Journal of Physiology* and *Experimental Physiology*. *The Journal of Physiology* shall be controlled by an executive committee and an editorial board, of whom one shall be editor-in-chief, and one international editor. The editor-in-chief shall be chairman of the editorial board and of the executive committee of *The Journal of Physiology*. The executive committee of *The Journal of Physiology* shall consult Council through the Publications Committee in matters affecting expenditure on *The Journal of Physiology*. *Experimental Physiology* shall be controlled by an editorial board, of whom one shall be chair, one shall be deputy chair and one deputy US chair. The chair shall consult Council through the Publications Committee in matters affecting expenditure on *Experimental Physiology*. The make up of the Publications Committee shall be determined by Council from time to time.
- 23.2 The Council may from time to time appoint persons to publish books or journals other than *The Journal of Physiology* or *Experimental Physiology* on behalf of The Society or name persons to represent the Society on publishing or editorial boards. Such persons shall be responsible to the Trustees and shall consult them on all matters affecting expenditure.
- 23.3 Each Ordinary Member and Honorary Member shall be given electronic access to *The Journal of Physiology* and *Experimental Physiology*, exclusively for their own personal use. A charge will be levied if an Ordinary Member wishes to receive hard copies of the journals. This will be subject to conditions that the Council shall include in the regulations and review from time to time. An Ordinary Member whose subscription is in arrears may, on

payment of arrears, choose to be sent such numbers of *The Journal of Physiology* or *Experimental Physiology* or parts thereof for the year or years covered by the payment as he or she requires, provided such copies are available.

24. Accounts

- 24.1 Accounts shall be prepared in accordance with the Act and any charity law requirements.
- 24.2 The books of account must be kept at the Office or at other places decided by the Board. The books of account must always be open to inspection by Trustees.
- 24.3 The Trustees must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not Trustees. A member who is not a Trustee may only inspect a book of account or document of the Society if the right is given by law or authorised by the Trustees or a general meeting.
- 24.4 The Board must, for each financial year, send 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.
- 24.5 Copies need not be sent to a person for whom the Society does not have a current address (as defined in Companies Act 2006).
- 24.6 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:
- 24.6.1 the deadline for filing the Society's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act 2006; or
 - 24.6.2 if earlier, the date on which the Society actually files the accounts and reports (or summary financial statements) with Companies House.
- 24.7 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.
- 24.8 The Board must file with the Charity Commission the accounts and reports (or summary financial statements) and all annual returns and other documents that are required to be filed, within any deadlines specified by the Charity Commission.

25. Auditors and Audit

- 25.1 Once at least in every year the accounts of the Society shall be audited by one or more properly qualified Auditor or Auditors and the provisions of the Act shall apply and be observed. Auditors shall be appointed by the Society at each Annual General Meeting. They shall retire annually and shall be eligible for re-election.
- 25.2 Where the Society's auditors are deemed reappointed in accordance with the Act, the Trustees shall fix the auditors' remuneration.
- 25.3 No member of the Society nor of a committee or working group shall be appointed Auditor of the Society.

26. Notices

- 26.1 The Society may give notice to any Member either:
- 26.1.1 personally; or
 - 26.1.2 by delivering it or sending it by ordinary post to the Member's registered address; or
 - 26.1.3 if the Member has provided the Society with a fax number, by sending it by fax to that Member. This is subject to the Member having consented to receipt of notice in this way, where this is a legal requirement; or
 - 26.1.4 if the Member has provided the Society with an e-mail address, by sending it by e-mail to that address. This is subject to the Member having consented to receipt of notice in this way, where this is a legal requirement; or
 - 26.1.5 in accordance with the provisions for notice on a website set out below.
- 26.3 If the Member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Society for that purpose or in accordance with 26.1.3, 26.1.4 or 26.1.5 above but otherwise no Member not within the United Kingdom shall be entitled to receive any notice from the Society.
- 26.4 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. If sent by fax or email it will be treated as properly sent if the Society receives no indication that it has not been received.
- 26.5 If sent by post in accordance with this Article, the notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been properly sent.
- 26.6 The Society may assume that any fax number or e-mail address given to it by a Member remains valid unless the Member informs the Society that it is not.
- 26.7 Where a Member has informed the Society in writing of his consent, or has given deemed consent in accordance with the Act, to receiving notices from the Society by means of a website, notice will be validly given if the Society sends that Member a notification informing him that the documents forming part of the notice may be viewed on a specified website. The notification must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed.
- 26.8 If the notice relates to a General Meeting the notification must state that it concerns a notice of a General Meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

27. Indemnity

- 27.1 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 every Trustee out

of the assets of the Society against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee save that no Trustee may be entitled to be indemnified:

- 27.1.1 for any liability incurred by him to the Society or any associated company of the Society (as defined by the Act for these purposes);
 - 27.1.2 for any fine imposed in criminal proceedings;
 - 27.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
 - 27.1.4 for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final;
 - 27.1.5 for any liability which he has incurred in defending any civil proceedings brought by the Society or an associated company in which a final judgment has been given against him; and
 - 27.1.6 for any liability which he has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final.
- 27.2 To the extent permitted by law from time to time, the Society may provide funds to every Trustee to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee, provided that he will be obliged to repay such amounts no later than:
- 27.2.1 in the event he is convicted in proceedings, the date when the conviction becomes final;
 - 27.2.2 in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or
 - 27.2.3 in the event of the court refusing to grant him relief on any application under the Act, the date when refusal becomes final.

STANDING ORDERS

SOA ELECTION AND TENURE

SOA1 Members of the Executive Committee of The Society shall in no circumstances serve more than the following periods continuously in the same office:

President	2 years
Deputy President	2 years
All other Members	4 years

SOA2 Members shall not normally serve more than 4 years on the Council unless by virtue of election to office as a member of the Executive Committee, in which case the maximum term of office on the Council shall be 8 years.

SOA3 Members shall not serve more than 4 years on the Executive Committee.

SOA4 Members may stand for re-election to the Council after an interval of 1 year.

SOA5 Arrangements for the Election of the Executive Committee

When a vacancy for each position on the Executive Committee arises, either through the incumbent completing his or her full term or resigning, the Council shall appoint a replacement. The Nominations Committee shall seek nominations from amongst Council or the membership in general and, if there is more than one candidate, Council shall conduct an election in a manner that it deems appropriate. If no more than one candidate has been nominated for a place, that candidate shall be deemed elected and the Council informed. In the event of a tie for a place, lots will be drawn. Council Members will vote on each vacancy separately.

SOB MEMBERSHIP

SOB1 The following criteria are to be applied when reviewing nominations and applications for Membership of The Society:

(a) Honorary Members

A scrutiny of the names on the list of current Honorary Members indicates the Council's interpretation of 'Persons of distinction in Science, who have contributed to the advancement of Physiology'. Members can draw the attention of the Council to persons they wish the Council to consider for nomination to Honorary Membership by writing in confidence to the Chairman of the Executive Committee in his or her role as Chair of the Nominations Committee.

(b) Ordinary Members

Candidates for Ordinary Membership will normally be expected to either:

- (i) have presented a Communication or Demonstration in person to The Society; and have published one paper on a physiological topic in *The Journal of Physiology*, *Experimental Physiology* or another peer-reviewed journal; or
- (ii) have published two papers on physiological topics in *The Journal of Physiology*, *Experimental Physiology* or another peer-reviewed journal.

Candidates whose primary professional responsibility is teaching Physiology may substitute physiology teaching-related material or teaching product (e.g. simulation software), which should normally be in English, for one or both scientific papers.

(c) Affiliates

Affiliation is open worldwide. Applicants are expected to be working in a laboratory and should be postgraduate students registered for a higher degree in Physiology or a related subject, or postdoctoral workers who are not yet members of The Society. It is expected that a postdoctoral worker proposed as an Affiliate will normally be within the first five years of attaining a first professional qualification (PhD or medical degree). Affiliates may attend General Meetings of The Society but do not have the right to vote on motions to be proposed at such meetings.

(d) Corporate Partners

In considering whether a business, partnership, society or other corporate entity may be deemed to be in sympathy with the aims of The Society and suitable for nomination for acceptance by Council to Corporate Partnership, the Council will have regard to the extent to which it satisfies the following criteria, of which at least one must apply:

- (i) it employs persons who are Members of The Society or who, by the nature of their work, are potential Members of The Society; and/or
- (ii) it funds or helps to fund teaching or research in Physiology or a related science; and/or
- (iii) it has a demonstrable interest in the advancement of physiological sciences and/or the results of physiological research.

The delegates of Corporate Partners may attend General Meetings of The Society but do not have the right to vote on motions to be proposed at such meetings

(e) Journal Editors

Members of the Editorial Boards of *The Journal of Physiology* or *Experimental Physiology* shall be offered Ordinary Membership of The Society, This shall be free of charge for the duration of their Editorships. Normal subscriptions shall be resumed thereafter.

SOB2 Membership figures given at the Annual General Meeting shall be for the census point of 31 December (the end of the financial year)

SOC FINANCIAL

SOC1 Travel and subsistence allowances to cover expenditure actually incurred are payable to Members of the Council and of its Committees and Working Groups attending meetings thereof (and in the case of Council Members, for all meetings attended in an official capacity), Members of the Editorial Boards of *The Journal of Physiology*, *Experimental Physiology*, and *Biomedical Publications*, and the Editorial Group of *Physiology News* attending their respective meetings; and to Prize and other named lecturers when presenting their Lectures.

Detailed instructions on expenses which may be claimed, the maximum allowances, and the procedure for applying for reimbursement are given on the expenses claim form obtainable from the Registered Office of The Society. *Note: to comply with current Inland Revenue regulations, expenses claims must normally be accompanied by receipts.*

Childcare expenses incurred in order to attend to Society business will be reimbursed in accordance with current rates.

SOC2 The payment of expenses of Members of the Editorial Boards is governed by agreement between the Council and the Editorial Boards. Under normal circumstances, each Editor may be reimbursed for reasonable expenses incurred in travelling to and from Editorial Board meetings.

SOC3 The Council shall appoint bankers to The Society.

The Council shall authorise the Treasurer and such other of its Members or named employees of The Society as it thinks fit to act as signatories to The Society's bank accounts.

The Treasurer may also instruct the bank in writing from time to time to accept instructions from named employees in respect of the day to day management of The Society's relations with its bankers, stopping of cheques, transferring money between accounts, and making requests for information regarding The Society's accounts.

SOC4 Members of The Society in appropriate circumstances may be offered such conditions of Membership, including reduced or waived subscriptions, as the Council may deem appropriate in accordance with Domestic Rule DRD1. The Treasurer may deal with applications for reduced subscriptions made by Members in other circumstances at his or her discretion, provided that those reductions granted under Domestic Rule DRD1 are subsequently reported to the Council for ratification.

SOD COMMITTEES AND WORKING GROUPS

SOD1 Members of Committees and Working Groups, other than those whose membership was *ex officio*, shall be appointed for a period of up to four years and under normal circumstances shall not be immediately eligible for re-appointment, with the exception that an individual appointed Chairman of a Committee may be invited to serve for a further year.

SOD2 Copies of the minutes of all Committees and Working Groups (and of the Editorial Boards) shall be circulated for information to the Council.

SOE ARCHIVES

SOE1 Requests for admission to the Archives must be made in the first instance to the Honorary Physiological Society Archivist via the Registered Office of The Society, who may refer the matter to the Executive Committee if necessary. Admission to the Archives is by appointment only and all persons admitted must first sign a reader's undertaking. Permission to publish material from the Archives will require the written permission of the Executive Committee.

SOF REPRESENTATIVES ON OUTSIDE BODIES

SOF1 Subject to the regulations and conditions of representation laid down by the outside body, a Member of The Society elected as a representative on an outside body shall be elected for an initial period of three years and may then be eligible for re-election for a further period of three years. A representative shall not be eligible for re-election immediately after serving continuously for six years on the same outside body.

SOG PUBLICATIONS

SOG1 For the purposes of Article 80 the Council shall deem the direction, redirection or onward transmission of those copies of *The Journal of Physiology* or *Experimental Physiology* allocated for personal use only to a Member as of right under that Article to another person, library or other institution which might otherwise be reasonably expected to subscribe to *The Journal of Physiology* or *Experimental Physiology* at the commercial rate to constitute an abuse of that Member's privilege.

The Council may suspend the despatch of further copies and access via electronic means to that Member pending an investigation. The Council may terminate the despatch of further copies and electronic access to the Member if the results of such investigation show that the Member has

wilfully and knowingly dealt with his or her copies of the journals in a way that would be likely to have an adverse effect on future sales of the journals.

However, the Council will allow Members to dispose of their copies as they see fit when one year has elapsed since the date of publication. In addition, any Member may pass his or her copies on to any other Member of The Society who has the right and Members wishing to dispose of or to receive copies under these conditions may advertise their wishes in *Physiology News*. Members wishing to forward their copies of *The Journal of Physiology* or *Experimental Physiology* to persons or institutions unlikely to be able to subscribe to the journals at commercial rates (e.g. in Third World countries or in financial difficulties, etc.) may do so provided they have first sought and received the approval of the Treasurer, who will report all such cases to the Council.

SOG2 The Council may arrange for copies of *The Journal of Physiology* and *Experimental Physiology* to be provided by The Society at special rates on the following terms and conditions:

(a) Freelist – either journal may be provided at a reduced price or free of charge to persons, libraries and institutions in countries where political or economic conditions would prevent them from taking out subscriptions to the journals at commercial rates.

(b) Members – An ordinary Member whose annual subscription is fully paid up may be allowed to take out hardcopy subscriptions to *The Journal of Physiology* or *Experimental Physiology* at special individual subscription rates provided that in both cases:

- (i) the journal is procured for personal use only;
- (ii) the Member's employing institution also subscribes to the journals but at the full commercial rate (unless that institution is in a country that might qualify for inclusion on the Freelist under (a) above).

(Condition (i), and (ii) where relevant, also apply to the hard copy of *The Journal of Physiology* provided free to Honorary Members and the hardcopy of *Experimental Physiology* available to them at a special subscription rate.)

(c) University Departments – the Council shall draw up and review from time to time a list of university departments that may apply for subscriptions to either journal at special rates, provided that the relevant university library also subscribes to the journal but at the full commercial rate.

(d) Editors – the Council shall arrange for the option of the provision of free hardcopies of the relevant journal to Members of the Editorial Boards of *The Journal of Physiology* and of *Experimental Physiology*. Such an Editor can opt to receive copies of the journal from the first volume of the year in which his or her term as Editor began to the last volume of the year in which he or she ceased to be an Editor and, thereafter, further copies shall continue to be supplied free of charge for an equal period.

(e) Affiliates – Affiliates, whose annual subscription is fully paid up, may be allowed to take out subscriptions to *Experimental Physiology* at the same special rates as those offered to Members provided that the journal is procured for personal use only.

SOH FOREIGN GUESTS

SOH1 The following rules have been agreed by the Council for the selection and payment of expenses to guests from abroad at the Scientific Meetings of The Society. Guests should have similar scientific interests to Members of The Society and must not be resident in the United Kingdom or the Republic of Ireland.

Any Member of The Society may propose guests. Nominations should include the name, title and full postal address, together with a short summary of the interests of the prospective guest and should be sent to the International Secretary as early as possible before the date of a Scientific Meeting. The final selection, which will not normally exceed one or two for each Meeting, will be made by the International Secretary after consultation with the Chairman of the Executive Committee. The proposer will be told before the Meeting and an invitation will then be sent to the guest by the International Secretary.

SOH2 Itinerary

The visitor is the guest of The Society at the invitation of the International Secretary. The International Administrator can help the sponsor by making travel and accommodation arrangements for the guest.

SOH3 Payment of Expenses

(a) Travel: The Society will pay the return rail fare in this country, i.e. between the point of entry and the Meeting, together with the cost of public transport such as airport buses, taxis between stations (where these are necessary) and other reasonable fares. During the journey subsistence allowances for expenses incurred will be paid up to the limits authorised by the Council.

(b) Accommodation:

- (i) Guests will be expected to stay in the same accommodation as Members of The Society attending the Scientific Meeting.
- (ii) At Meetings where accommodation is not arranged for Members, a subsistence allowance will be payable to the Host Department to cover meals and accommodation whether in a hotel or a private house.

The Society will not meet the cost of the extension of the stay of a guest, e.g. to lecture or to visit other laboratories, unless a special case for a short extension is made to the International Secretary.

Updated December 2007

DOMESTIC RULES

DRA SCIENTIFIC MEETINGS

DRA1 Purpose and Requirements of Scientific Meetings

The Society shall hold Scientific Meetings (Themed or Main) for the purpose of presenting Communications, Demonstrations and Prize Lectures, and for mounting symposia and workshops. For Themed Meetings it is a requirement that at least one of the Proposers/Organisers is a Member of The Society and that, as for the Main Meeting(s), abstracts will be published as *Proceedings of The Physiological Society* either in full or by title only. Abstracts from Joint International Meetings need not necessarily be published as *Proceedings of The Physiological Society*.

DRA2 Dates and Venues

The dates and venues of Scientific Meetings shall be confirmed at the Annual General Meeting. The Executive Committee shall have power (in consultation with the person entitled to be Chairman of that Meeting under Article 77) to alter the date and time of a Scientific Meeting. The Executive Committee may cancel a Meeting or arrange for an additional Scientific Meeting, or for a Scientific Meeting of a special character, if at any time it thinks it desirable.

DRA3 Notices and Programmes

A preliminary announcement of each Scientific Meeting shall be notified to Members of the Society. A Communication or Demonstration for that Meeting shall not be accepted if received by The Society before the earliest opening date or after the closing date for the receipt of titles and abstracts as given in the Meetings Programmes. At least seven days before each Scientific Meeting, a Programme of the Communications and Demonstrations to be given shall be made available.

DRA4 Bookings and Registration

Those intending to participate in a Scientific Meeting are expected to register in advance via The Society's website. Additionally, registration will normally be available during the Scientific Meeting on production of a photo ID. The Society reserves the right to request confirmation of the scientific credentials from any non-members registering for any Society Meeting and to refuse any such registration or entry should those not be confirmed.

DRA5 Demonstrations, Illustrated Communications and Demonstrated Communications

Demonstrations comprise an exhibition of experiments, apparatus or specimens, needing special facilities for their proper performance or display, the showing of a video or the use of computer-based information. The emphasis is on methods or techniques; hence the abstract should contain only illustrative results. The acceptance of a Demonstration will be dependent on availability of appropriate facilities and cannot be guaranteed. Authors are requested to contact The Society and/or the meeting venue to ascertain feasibility.

Illustrated Communications. An Oral Communication may, with the permission of the Meetings Secretary, be amplified by the display of additional illustrative material, e.g. photographs, tables, records, etc. during the Demonstration or Poster period. Such an exhibit shall not rank

as a Demonstration for the purpose of The Society's records, but a notice that such additional exhibits are on view will be posted during the course of the Meeting.

A Demonstrated Communication shall be taken to mean the illustration of experiments, apparatus or results. It should include new data. A Demonstrated Communication will normally be presented in a laboratory environment. The acceptance of a Demonstrated Communication will be dependent on availability of appropriate facilities and cannot be guaranteed. Authors are requested to contact The Society and/or the meeting venue to ascertain feasibility.

DRA6 Abstracts

Authors giving Communications or making Demonstrations may submit abstracts with the titles. The text of abstracts of Demonstrations should primarily be an explanation of the experiments, apparatus or specimens to be displayed and should include only illustrative results.

The Meetings Secretary shall, on the recommendation of the scrutineers (see DRA-9), omit from the Programme any abstract that does not fulfill the criteria listed on the online submission site. Particular attention is drawn to the ethical requirements of The Society regarding relevant authorisation for experiments on man and living animals. As indicated on the submission site authors must tick the appropriate box to indicate compliance with these requirements which are set out online at <http://www.physoc.org/publications/proceedings/ethics/>.

Abstracts will be printed in a booklet that will be distributed to relevant departments. Members, Affiliates and others registering for the Meeting may access abstracts online through The Society's website. Printed copies will be available at each Meeting.

DRA7 Computer Program Demonstrations

Details of software and/or hardware demonstrated at Meetings of The Society should be freely available upon request. If an author intends to market his or her material on a commercial basis then it may still be demonstrated at a Meeting but published by title only.

DRA8 Communications: Limitation of Numbers

Unless there are exceptional circumstances, an author may present only one communication (Oral, Poster or Demonstrated) at a particular Meeting but may appear as joint author on other Communications. The presenting author should be identified on the abstract submission form.

Abstracts will normally be submitted as Poster Communications but authors may request Oral presentation. If the Communications requested for Oral presentation would occupy more than the time available for Orals, some will remain as Poster Communications.

DRA9 Presentation of Communications and Demonstrations

Each abstract submitted for a Scientific Meeting will be vetted by one of a team of expert scrutineers who are responsible to the Meetings Secretary. Only those abstracts approved in the scrutineering process shall be presented at the Meeting. As stated above, abstracts that do not comply with DRA6 will not be included in the Programme.

Every Communication or Demonstration shall be made by one of the authors in person. Poster presenters will be notified of the times they are required to be in attendance at their Poster.

No Communications shall be read from written script, slides or PowerPoint transmissions.

Short statements explaining the meaning and purpose of Demonstrations may be made at the

beginning of the programme of Demonstrations. There is no limit, other than that imposed by space, on the number of Demonstrations an author may present, either alone or as a joint author.

DRA10 Presentation of Communications and Demonstrations: Time Limits

An Oral Communication shall not occupy more than ten minutes. A statement explaining a Demonstration shall not occupy more than five minutes.

DRA11 Discussion of Communications: Time Limits

In the discussion following a Communication no participant shall speak for more than five minutes.

DRA12 Deferral and Publication of Unpresented Communications

The author of a Communication that has been scrutinised, posted online and printed in the abstract booklet but has not been presented may resubmit it at a subsequent Scientific Meeting. The abstract shall appear in the online *Proceedings* of the Meeting at which the Communication is presented.

DRA13 Publication of Proceedings

The online *Proceedings of The Physiological Society* shall consist of titles of Communications, Demonstrations and Symposia presentations given before The Society together with the abstracts of these, should the authors so wish. Publication is free of charge to the author. Authors should not press for publication of abstracts if a full manuscript has been accepted for publication. The abstract and its contents remain the sole responsibility of the authors. Where there is more than one contributing author to an abstract, it is the responsibility of either the person submitting the abstract or the presenting author to ensure all named authors are in agreement with the final submitted work. Changes will not be permitted following the end of the submission period (except where ethical clarification is required).

DRA14 Publication of Proceedings: Intellectual Property (Patents and Copyright)

It will be a condition of acceptance that the copyright be assigned to The Physiological Society. It is the responsibility of the person requesting publication to ensure that they obtain permission from their employer if there is any restriction on their freedom to assign the copyright themselves. New inventions that have been described in a paper read to a learned society can no longer be patented. Authors who wish to patent devices should obtain patent cover before communication or demonstration to The Society.

DRA15 Registration Fees

Members and Non-Members of The Society attending Scientific Meetings are charged a registration fee but, normally, Honorary and Retired Members and invited speakers are exempted.

DRB MEMBERSHIP

DRB1 Procedures and criteria for nomination for Honorary Membership

The Council shall identify Physiologists (whether Members or not) for nomination as Honorary Members of The Society. The Council shall also consider nominations for Honorary Membership proposed by Members of the Society in accordance with the criteria set out in Standing Order B1a.

DRB2 Procedures and criteria for processing applications for Ordinary Membership

Candidates wishing to apply for Ordinary Membership may obtain the relevant information from the Registered Office of The Society.

Candidates must procure the support of one Member of The Society who has been a Member of The Society for a minimum of three years and who will prepare a statement declaring that the candidate fulfils the criteria for Membership and is likely to benefit from Membership of The Society and take part in its activities. The necessary criteria are set out in Standing Order B1b.

Each application for membership shall be reviewed by staff of The Physiological Society. Applications that include 'published teaching material' as a reason for acceptance or those that require further investigation will be referred to The Executive Committee of The Society for final approval.

DRB3 Procedures and Criteria for nomination of Corporate Partners

The Council shall identify corporate bodies for nomination as Corporate Partners. The Council shall also consider applications for Corporate Partnership received direct from corporate bodies. The necessary criteria are set out in Standing Order B1d.

DRB4 Registration of Addresses

Each Honorary and Ordinary Member may register only one address with The Society to be used for all purposes (i.e. correspondence, publication in the Membership Directory, receipt of Notices, Programmes, The Society's magazine, journals etc.). An exception may be made in the case of any Member using a home address who, for security reasons, does not wish to have a private address published. For this purpose, such Members may use the Registered address of The Society, from which mail from other Members will be forwarded.

DRB5 Corporate Partners

A Corporate Partner may register only one postal address 'location' for receipt of literature under Article 7.

DRC COUNCIL

DRC1 Elections

The following rules govern the election of the Council:

Only Honorary Members and Ordinary Members whose subscriptions are up to date are entitled to make nominations and to vote.

The date of the election shall be decided by the Council, but will normally be held annually at least one week prior to the Annual General Meeting, at which the results will be announced and the successful candidates formally elected. The election may be carried out by paper ballot, online voting, or any other means approved by the Council.

Nomination Procedure

Not less than twelve weeks before the date of the election, notice shall be sent to Members with the following information:

- (i) The number of vacancies to be filled on the Council of The Society;
- (ii) Instructions for making nominations together with the last date for the receipt of nominations at the Registered Office of The Society.

Voting Procedure

Not less than three weeks before the election, notice shall be sent to Members with the following information:

- (i) The names and details of all candidates standing for election, including the names of those nominating them, and such other information as the Council may from time to time determine together with the number of vacancies to be filled.
- (ii) Voting instructions (including opening and closing dates if online voting is being used)

Elections shall be by ballot unless there be only as many candidates as there are places to be filled in any category, in which case all candidates shall be deemed to be elected.

In a ballot, voters have as many votes as there are vacancies to be filled in a given category. The candidates gaining the highest number of votes, up to the number of places to be filled, will be deemed elected. In the event of two candidates for one place having the same number of votes, lots shall be drawn.

DRC2 Election of Affiliate Observers to the Council

Affiliates shall be given the option to nominate and elect two Affiliate observers to Council. Each Affiliate will normally serve two years as an observer, and will not be eligible for re-election

DRC3 Appointment of the Editorial Boards

The Editorial Boards of *The Journal of Physiology* and *Experimental Physiology* shall be appointed by the Editor-in-Chief (JP) or Chair of the Editorial Board (EP) and members of the Editorial Boards under rules defined in the terms of reference for each.

DRD MEMBERSHIP SUBSCRIPTIONS

DRD1 Subscriptions: Power of Council to Grant Reductions

(a) Retired Members

The Council may grant reductions from the full subscription to those Ordinary Members who have retired from all gainful employment. Such Members may apply to The Society for such reductions and will normally have their membership subscriptions waived. A Member will qualify for such a reduction with effect from their next annual renewal date following his/her retirement, or from the next annual renewal date after The Society receives the application for the reduction, if later.

(b) Payment by Direct Debit The Council may, at its discretion, grant exemption from the membership administration charge to those Members who pay their annual membership subscriptions by direct debit. A Member will qualify for this reduction automatically in any year if he or she:

- (i) has an appropriate account with a bank in the UK participating in the Direct Debit system; and
- (ii) has lodged an instruction with his or her bank in the approved form;
- (iii) and has notified The Society of his or her bank account details one month before the renewal date.

(c) Corporate Partners The Treasurer may, at his or her discretion, grant to a Corporate Partner a reduction from the full subscription otherwise payable, provided that a list of the names of the relevant bodies, together with details of the basis on which each reduction was granted, is submitted annually to the Council for ratification.

(d) Miscellaneous The Treasurer may, at his/her discretion, grant reductions *ad hoc* to individual Members in special circumstances or in countries in which political/economic conditions make payment very difficult. In such cases, the subscription may be reduced or waived altogether.

DRD2 Subscriptions - Power of Council to make Additional Charges for Ordinary Members and Affiliates Overseas for Extra Postal, Carriage and Administration Costs

The Council may levy an extra charge, in addition to the subscription otherwise payable, on those Ordinary Members and Affiliates resident overseas. An individual will be deemed to be resident overseas if his or her address as registered with The Society is outside the British Isles (i.e. in neither the UK nor the Republic of Ireland). Any Ordinary Member or Affiliate only temporarily resident overseas, on whom a charge has been levied, may apply to the Treasurer for reimbursement, reduction or cancellation of the charge, at the Treasurer's discretion. For this purpose, 'temporarily' means less than 12 months. If the Treasurer's decision is disputed, the matter may be referred to the Council.

DRD3 Notification of Subscription Rates

The annual membership subscription is payable in advance and is due on the anniversary of the joining date. Ordinary Members and Affiliates will be invoiced individually but it is each individual's responsibility to ensure that his or her subscription is paid. A notice of the new subscription rates, including the rates of reductions available to Members or Affiliates in appropriate circumstances under Domestic Rule D1 and the additional charges to be levied under Domestic Rule D2, will be announced in The Society's magazine and on The Society's website.

DRD4 Sanctions for Late Payment of Subscriptions

Where the subscription due from an Ordinary Member, Affiliate or Corporate Partner has not been received within three calendar months after the renewal date, privileges of Membership, Affiliation or Partnership may be withdrawn at the Treasurer's discretion in accordance with Article 9. The Treasurer may suspend the dispatch of any printed material normally sent to that individual or Corporate Partner until payment has been received. In accordance with Article 84, when such suspension has been terminated following receipt of the arrears, any relevant back volumes of journals normally received will be dispatched if available; no other material distributed by The Society during the suspension will be sent.

DRD5 Honorary Members

Where a Member is awarded Honorary Membership, no amount shall be refunded in respect of the subscription already paid for that year.

Updated Annual General Meeting, 16 July 2008