

The Companies Act 2006

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

(As adopted and including all resolutions passed up to 11 June 2022)

OF

**INSTITUTE OF BIOMEDICAL
SCIENCE**

Incorporated the 17th day of November 1942

Company Number: 377268

Charity Number: 261926

LICENCE BY THE BOARD OF TRADE

Pursuant to Section 18 of the Companies Act, 1929.

WHEREAS it has been proved to the Board of Trade that INSTITUTE OF MEDICAL LABORATORY TECHNOLOGY, which is about to be registered under the Companies Act, 1929, as an Association limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the 18th Section of the Act, and that is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in the Memorandum of Association of the said Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever, by way of profit to the members of the said Association.

Now, THEREFORE, the Board of Trade, in pursuance of the powers in them vested, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by fourteen members thereof on the seventeenth day of June, 1942, do by this their licence direct INSTITUTE OF MEDICAL LABORATORY TECHNOLOGY to be registered with limited liability, without the addition of the word "Limited" to its name.

SIGNED by order of the Board of Trade this 22nd of June, 1942.

W.S. RAINBONE,

Authorised in that behalf by the
President of the Board of Trade.

No. 377268

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that INSTITUTE OF MEDICAL LABORATORY TECHNOLOGY (the word "Limited" being omitted by Licence of the Board of Trade) is this day incorporated under the Companies Act, 1929, and that the Company is Limited.

Given under my hand at Llandudno this Seventeenth day of November One Thousand Nine Hundred and Forty-Two.

P. MARTIN,
Registrar of Companies.

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 377268

I hereby certify that

INSTITUTE OF MEDICAL LABORATORY TECHNOLOGY
(THE WORD "LIMITED" BEING OMITTED BY LICENCE OF THE BOARD OF
TRADE)

having by special resolution and with the approval of the Secretary of
State changed its name, is now incorporated under the name of

INSTITUTE OF MEDICAL LABORATORY SCIENCES

Given under my hand at London the 17th July 1975.

N. TAYLOR,
Assistant Registrar of Companies.

CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 377268

I hereby certify that

INSTITUTE OF MEDICAL LABORATORY SCIENCES

having by special resolution changed its name,
is now incorporated under the name of

INSTITUTE OF BIOMEDICAL SCIENCE

Given under my hand at the Companies Registration Office,
Cardiff the 1st January 1994.

M. LEWIS,
an authorised officer.

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

INSTITUTE OF BIOMEDICAL SCIENCE

(as adopted and including all resolutions passed up to 11 June 2022)

1. The name of the Company (hereinafter called ‘the Institute’) is ‘INSTITUTE OF BIOMEDICAL SCIENCE’.
2. The registered office of the Institute will be in England.
3. The objects for which the Institute is established are:

To promote the study and to promote the development of biomedical science.

For the purpose of carrying out the above objects but not otherwise the Institute shall have the following powers:

- (A) To ascertain and notify the most up-to-date practice relating to all things connected with biomedical science
- (B) To exercise professional supervision over the members of the Institute with a view to maintaining a high standard of professional competence and conduct
- (C) To advance the knowledge of practitioners of biomedical science by devising and imposing means of testing their qualifications by examinations either in theory or in practice, or in both, and to issue diplomas or certificates to the successful candidates
- (D) To hold meetings and conferences for the delivery of lectures, for the reading of papers and for the discussion of scientific matters and other subjects of general interest

- (E) To issue copies of lectures and professional transactions to members and others interested in biomedical science
- (F) To collate and publish any information of service or interest to members or to the public at large and publish the results of research undertaken by the Institute
- (G) To form a library for the use of members and others interested in biomedical science
- (H) To promote and to provide for the carrying out of research and experimental work in connection with biomedical science and make, institute and establish grants, rewards and other benefactions in connection therewith and for such purposes to provide laboratories for the use of members and others interested in biomedical science
- (I) To purchase, lease, rent, hold and dispose of any building or hall to be used as a place of meeting for the members, or as a college, reading room, lecture hall, or library for the advancement of the above objects or any of them
- (J) To admit as members of the Institute persons who have paid the prescribed fees and who have satisfied the Council as to their fitness and who have been exempt from or passed the required examinations
- (K) To issue diplomas or certificates signifying admission into specified grades of membership of the Institute; provided always that no diploma or certificate shall be issued under this sub-clause which does not state clearly on the face of it that it is not issued on the authority of any government department, but is issued by and on the authority of the Institute only
- (L) To form branches of the Institute in any part of the world
- (M) To apply for, promote and obtain any Act of Parliament, Provisional Order, or Licence from any relevant Minister, or other authority, for enabling the Institute to carry any of its objects into effect, or for effecting any modification to the Institute's constitution or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem to prejudice the Institute's interests directly or indirectly
- (N) To become a member of, affiliate or amalgamate with any other institute, company or association for the purposes of developing and/or furthering the objects of the Institute
- (O) To establish scholarships and prizes from the Institute's funds and/or by internal and/or external subscription
- (P) To appoint agents, bankers, attorneys, and other legal representatives in all parts of the world

- (Q) To draw, make, accept, endorse, negotiate and execute promissory notes, bills of exchange, and other negotiable instruments
- (R) To borrow money for the purposes of the Institute on such terms and on such security as may be thought fit
- (S) To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (T) To mortgage, charge or otherwise give as security the whole or any part of the Institute's property, assets or undertaking with a view to the promotion of its objects
- (U) To establish a general trust fund for the investment and administration of moneys donated, bequeathed or otherwise given to the Institute for scholarships, prizes, laboratories, research and other objects of the Institute
- (V) To acquire by subscription, purchase or otherwise, and to hold and sell, shares and stock in any company, society or undertaking
- (W) To establish, promote and otherwise assist any company or companies for the purpose of acquiring any of the property or furthering any of the objects of this company
- (X) To acquire controlling or other interests in other companies, and to subsidise any company in which this company may be interested
- (Y) To do all such other things as shall further the above objects or any of them.

4. The income and property of the Institute whencesoever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly, or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Institute.

Provided that nothing herein shall prevent the payment to any officer or servant of the Institute, or to any member of the Institute, in good faith, of reasonable and proper remuneration in return for any services actually rendered to the Institute, or prevent the payment of interest at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent, whichever is the greater, on money lent, or reasonable and proper rent for premises demised or let by a member to the Institute; but so that no member of the Council of Management or Governing Body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, except as provided in the Articles of Association respecting the appointment and remuneration of examiners and lecturers and that (except as aforesaid) no remuneration or other benefit in money

or moneys worth shall be given by the Institute to any member of such Council or Governing Body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent, or reasonable and proper rent for premises demised or let to the Institute providing that the provisions last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall hold not more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits they may receive in respect of such payments.

5. No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same have been approved by special resolution at a general meeting.

6. The liability of the members is limited.

7. Every member of the Institute undertakes to contribute to the assets of the Institute in the event of its being wound up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Institute contracted before they cease to be a member and 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 to exceed £1.

8. If upon the winding up or dissolution of the Institute 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 Institute but shall be given or transferred to some charitable institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Institute, and the matters in respect of which such receipts and expenditure takes place, and of the property, credits, and liabilities of the Institute; and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulation of the Institute for the time being in force such accounts shall be open to the inspection of the members. Once in each year, at least, the accounts of the Institute shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

BERNARD EDLIN GILBEY,
39, Bavant Road, Norbury, S.W.16.
Medical Laboratory Technologist.

FREDK. R. CHOPPING,
"Charmant Dene", Bath Road, Hounslow.
Medical Laboratory Technologist (Retired).

REGINALD JOHN BROMFIELD,
9, Barn Crescent, Stanmore, Middlesex.
Medical Laboratory Technologist.

FRANK WILLIAM JELKS,
4, Wallingford Avenue, London, W.10.
Medical Laboratory Technologist.

ALBERT NORMAN,
New Haw, Weybridge, Surrey.
Medical Laboratory Technologist.

CHARLES EDWIN LAYNG,
Mental Hospital, Bodmin, Cornwall.
Medical Laboratory Technologist.

GEORGE RONALD ARMSTRONG,
22, Heolybryn Rhiwbina, Cardiff.
Medical Laboratory Technologist.

HERBERT WILLIAM HARVEY,
5, Barnston Road, Aintree, Liverpool, 9.
Medical Laboratory Technologist.

ARTHUR MALE,
33, Hudson Avenue, Bradford, Yorks.
Medical Laboratory Technologist.

HARRY HOBSON,
35, Oriel Avenue, Oldham.
Medical Laboratory Technologist.

GEORGE HARPER,
52, Wellington Road, Birmingham, 20.
Medical Laboratory Technologist.

JAMES L. HERRICK,
5, Netherton Hill, Lennoxton, Glasgow.
Medical Laboratory Technologist.

ALEXANDER BUCHAN ANDREW,
171, Kennedy Street, Glasgow. C.4.
Medical Laboratory Technologist.

SIDNEY JAMES DENYER,
308, Dewsbury Road, Wakefield, Yorks.
Medical Laboratory Technologist.

Dated the Seventeenth day of June 1942.

Witness to the above Signatures -

E.C. CHIDWICK,
49, Holders Hill Avenue,
Hendon, N.W.4.
Chartered Secretary.

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

**INSTITUTE OF BIOMEDICAL
SCIENCE**

Company Number: 377268

Charity Number: 261926

(as adopted and including all resolutions passed up to 11 June 2022)

GENERAL

1. In these articles:

Definitions

- (A) ‘The Act’ means the Companies Act 2006.
- (B) When any provision of the Act is referred to, the reference is to such provision as re-enacted or modified by any statute for the time being in force.
- (C) Unless the context otherwise requires, expressions defined in the Act or any statutory modifications thereof in force when these regulations become binding on the Institute, shall have the meanings so defined.
- (D) ‘The Institute’ means the INSTITUTE OF BIOMEDICAL SCIENCE.
- (E) ‘The Seal’ means the Common Seal of the Institute.
- (F) ‘The Office’ means the registered office of the Institute.
- (G) ‘The Council’ means the Council of Management of the Institute.

- (H) 'Regulations' means regulations for membership and entry to examinations published from time to time by the Council.
- (I) 'Region' means an area the boundaries of which shall be determined by the Council from time to time for the purposes of articles 44 and 45.
- (J) A 'corporate member' will be any Licentiate (admitted under article 5, Member (admitted under article 4), or Fellow (admitted under article 3).
- (K) A 'document' includes, unless otherwise specified, any document sent or supplied in electronic form.
- (L) 'electronic form' and 'electronic means' have the meaning given to such terms in section 1168 of the Act.
- (M) 'writing' means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

2. The present members of the Institute and such other persons as the Council shall from time to time admit to membership shall be members of the Institute and shall be divided into the following corporate classes: Fellows, Members and Licentiates, and the non-corporate class of Associate.

**Registered
members**

CLASSES OF MEMBERS

3. Fellows shall be admitted as such by the Council provided that every applicant for admission shall satisfy the Council that:

Fellows

- (i) they are a Member of the Institute;
- (ii) they are a fit and proper person to become a Fellow both in character and in the nature of their training and occupation;
- (iii) they have passed the necessary examinations or are exempt therefrom;

4. Members shall be admitted as such by the Council provided that every applicant for admission shall satisfy the Council that:

Members

- (i) they are a Licentiate of the Institute;
- (ii) they are a fit and proper person to become a Member both in character and in the nature of their training and occupation;

(iii) they have passed the necessary examinations or are exempt therefrom;

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| 5. | Licentiatees shall be admitted as such by the Council provided that every applicant for admission shall satisfy the Council that: | Licentiatees |
| | (i) they are a fit and proper person to become a Licentiate both in character and in the nature of their training and occupation; | |
| | (ii) they have passed the necessary examinations or are exempt therefrom. | |
| 6. | The Council may make such regulations as it may from time to time think fit for the registration of Associates. | Associates |
| 7. | Every application for membership shall be made to the Council upon a form to be provided by the Institute. | Applications |

EXAMINATIONS

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| 8. | Without prejudice to the provisions of articles 9 and 10, the Council shall supervise and approve professional examinations for candidates for admission to any grade of membership and shall be satisfied as to the standard of education and training of candidates who present themselves for such examinations. | Supervision and approval |
| 9. | The Council may make, alter, amend or revoke from time to time regulations for all examinations conducted by it or on its behalf. | Regulations |
| 10. | The Council may exempt any person or any class or classes of member from: | Exemption |
| | (i) passing any of the examinations conducted by it or on its behalf before admission to any class of membership; and | |
| | (ii) any other criterion set out in these articles for admission as a member to any class of membership. | |
| 11. | The Institute may issue Advanced Specialist Diplomas. These will not relate to or affect a person's admission to any class of membership. | Advanced Specialist Diplomas |
| 12. | Every diploma issued by the Institute shall be issued under the seal of the Institute and shall be the property of the Institute. | |
| 13. | A Fellow may use the initials FIBMS after their name and a Member the initials MIBMS after their name and a Licentiate may use the initials LIBMS after their name provided, in each case, that they remain a member | Professional designations |

of the Institute and are not disqualified from membership whether for non-payment of their subscription or for any other reason. No other persons shall indicate their membership of the Institute by the use of initials.

ADMISSION, RESIGNATION AND EXPULSION OF MEMBERS

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|-----|--|-------------------------------------|
| 14. | Upon its acceptance of any person into any class of membership the Council shall cause such person's name to be entered upon a register of members. Such register shall be kept at the Office. | Admission |
| 15. | A member may resign by giving written notice to the Secretary; they shall nevertheless remain liable to the Institute for all fees, subscriptions or other sums due to the Institute at the date of their resignation. | Resignation |
| 16. | <p>(i) If any member liable to pay a subscription to the Institute, otherwise than by authorised Direct Debit instalments, fails so to pay by 31 March in any year, they shall not be entitled to attend or vote at any general meeting of the Institute until all arrears of subscription have been paid.</p> <p>(ii) If any member liable to pay a subscription to the Institute, otherwise than by authorised Direct Debit instalments, fails so to pay by the date on which the subscription is due, they shall not be entitled to receive any publication issued by the Institute, except on payment of such a charge as may be prescribed from time to time, until all arrears of subscription have been paid.</p> <p>(iii) If any member liable to pay a subscription to the Institute, otherwise than by authorised Direct Debit instalments, fails so to pay by the due date in any year, their name shall be removed from the register of members.</p> <p>(iv) If a subscription authorised to be paid by Direct Debit instalments remains unpaid 60 days after the due date of any instalment payment, then the member concerned shall not be entitled to attend or vote at any general meeting of the Institute or to receive any publication issued by the Institute, the whole subscription will immediately become due, and if this remains unpaid for a further 30 days then the member's name shall be removed from the register.</p> | Non-payment of subscriptions |
| 17. | When the death of any person whose name appears on the said register has been properly notified, the Council shall cause their name to be removed from the said register. | Death |
| 18. | A member shall cease so to be if the Council considers them to have been guilty of improper conduct rendering them unfit to be a member of the Institute. | Improper conduct |

Upon the Council receiving notice of any event which has rendered a member liable to have their name removed from the register such member shall be given notice thereof and invited to attend or be represented at a hearing before the Council and to make such explanation as they may think fit, provided that:

- (i) the form of any such hearing shall be determined by the President, who may direct that the hearing be held in person or by some other means or combination of means; and
- (ii) if the member in question has been struck off a statutory register the membership of such member shall automatically terminate without the right to be heard before the Council. .

19. Any person who has ceased to be a member of the Institute may be re-admitted, at the discretion of the Council, to the class of membership in which they were classified when they ceased to be a member or to a lower class, upon due application and payment of all fees and all subscriptions which may be determined by the Council from time to time

Re-admission

20. Every member shall furnish particulars of their address and any change thereof to the Secretary of the Institute including any electronic address such as email.

Members' particulars

FUNDS

21. Subject to the provision of this article, every member, other than Vice-Presidents, Honorary Fellows, Life Members, Honorary Members and members who may be absolved from payment by the Council by virtue of article 23 of these articles shall pay an annual subscription and every applicant for membership shall pay an administration fee and every candidate for examinations held by the Institute shall pay such fees as may be determined by the Council from time to time. The first annual subscription shall be payable on application for membership in accordance with article 22 and thereafter the annual subscription shall be payable on the first day of January in each year, or by authorised Direct Debit instalments, provided that a Fellow may compound their annual subscription at rates to be determined from time to time.

Fees and subscriptions

22. The first annual subscription shall be made as follows:

- (i) Any applicant who becomes a member of the Institute during the period 1 January to 31 March during any year shall pay a subscription equal to the full annual subscription.
- (ii) Any applicant who becomes a member of the Institute during the period 1 April to 30 June during any year shall pay a subscription

equal to three-quarters of the full annual subscription.

- (iii) Any applicant who becomes a member of the Institute during the period 1 July to 30 September during any year shall pay a subscription equal to one half of the full annual subscription.
- (iv) Any applicant who becomes a member of the Institute during the period 1 October to 31 December during any year shall pay a subscription equal to one-quarter of the full annual subscription.

23. The Council may release any member from the payment of all or any future annual subscriptions in a case of ill health or misfortune or retirement from active professional life.

**Release from
annual
subscriptions**

VICE-PRESIDENTS, HONORARY FELLOWS, LIFE MEMBERS AND HONORARY MEMBERS

24. Vice-Presidents shall comprise such Fellows as the Institute in general meeting may elect as Vice-Presidents.

Vice-Presidents

A member who wishes to nominate a Fellow for election as a Vice-President shall cause to be delivered at the Office at least six months before an annual general meeting a written notice stating the name of the Fellow whom they wish to nominate and the name of a member seconding such nomination together with the written consent of such Fellow to become a Vice-President.

Each nomination so received shall be submitted first to the Council for its approval and, subject always to that approval being given, shall be submitted to the said annual general meeting.

Vice-Presidents shall not be required to contribute to the funds of the Institute except in the case of a winding up.

25. The Council may elect Honorary Fellows provided that the total number of such Fellows shall not exceed forty.

**Honorary
Fellows**

Honorary Fellows shall not be required to contribute to the funds of the Institute except in the case of a winding up.

26. The Council may elect any members to be Life Members if in the opinion of the Council such members have given long and valuable service in the interests of the Institute; provided that not more than four Life Members shall be elected in any one calendar year.

Life Members

Life Members shall not be required to contribute to the funds of the Institute except in the case of a winding up

27. The Council may elect any members who have retired from active professional life to be Honorary Members if in the opinion of the Council such members have given long and valuable service in the interests of the Institute or any of its branches.

**Honorary
Members**

Honorary Members shall not be required to contribute to the funds of the Institute except in the case of a winding up.

GENERAL MEETINGS

28. General meetings of the Institute may be held by such means as the Council may prescribe, whether by physical attendance at one location (or more than one location) or by participation by electronic or other means, or by a combination of physical attendance and other means.

**Participation in
general meetings**

A Member shall be deemed to be present or in attendance at a meeting and able to exercise the right to speak at the meeting if they can communicate to all those attending the meeting, during the meeting, any information or opinions which that Member has on the business of the meeting.

A Member shall be deemed to be able to exercise the right to vote at a general meeting when:

- (a) they are able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) their vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other Members attending the meeting.

The Council may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at that meeting, they are able to exercise them.

29. An annual general meeting shall be held once in every calendar year at such time (not more than fifteen months after the holding of the last preceding annual general meeting) as the Council shall appoint.

**Annual general
meetings**

30. All general meetings other than annual general meetings shall be called extraordinary general meetings. The Council may, whenever it thinks fit, convene an extraordinary general meeting and it shall, upon a requisition made in writing by members representing not less than one tenth of the total voting rights of all the members of the Institute having a right to vote at the time at general meetings of the Institute, forthwith proceed duly to convene an extraordinary general meeting of the Institute. **Extraordinary general meetings**
31. If within 42 days from the date of the deposit of a requisition the Council does not proceed to convene an extraordinary general meeting, the requisitionists may themselves convene a meeting as provided for by Section 303 of the Act. If at any time there are not sufficient members of the Council able to form a quorum, any member of the Council or any two members of the Institute with a right to vote may convene an extraordinary general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Council. **Convening of extraordinary general meeting on requisition of members**

NOTICE OF GENERAL MEETINGS

32. Not less than 14 days' notice of every general meeting (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given), specifying the day and the hour of meeting, the means by which the meeting is to be held and the nature of the business to be transacted shall be given to the members entitled to attend and vote thereat and to the auditors of the Institute in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Institute; but with the agreement of such members as are prescribed by Section 307 of the Act a meeting may be convened by a shorter notice. **14 days' notice**

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 the same shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

33. No business shall be transacted at any general meeting unless a quorum of members is present in person or by proxy at the time when the meeting proceeds to business; save as herein otherwise provided, twenty-five members present in person or by proxy and entitled to vote shall be a quorum. **Quorum**
34. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened 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 if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the **No quorum**

meeting the members present in person or by proxy shall be a quorum.

35. The President of the Institute shall preside as chair at every general meeting, but if within fifteen minutes of the time at which any such meeting is due to commence, neither they, nor the Past President nor the President Elect shall be present, the meeting shall proceed to elect one of the members of the Council to the chair and the member so elected shall preside at that meeting. **Chair**
36. The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as if it were an original meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting. **Adjournment of meetings**
37. All resolutions which it is desired to submit to the annual general meeting in any year shall be lodged at the Office not later than 31 January preceding the date of the meeting and all resolutions which it is desired to submit to an extraordinary general meeting shall be lodged at the Office not less than six weeks prior to the date of the meeting. Except in the case of a meeting convened upon the requisition of members, no resolution shall be submitted which has not been approved first by the Council. Submission may be made by electronic form or by electronic means. **Times for lodging resolutions**
38. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded (before or on the declaration of the result of the show of hands) by at least five members present in person or by proxy entitled to vote or by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll is so demanded, a declaration by the chair that a resolution has, on a show of hands, been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the Institute shall be conclusive evidence of the fact. **Voting**
39. If a poll is duly demanded it shall be taken in such manner as the chair directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. **Poll**

A poll demanded on the election of a chair or on a 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.

40. In the case of equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote. **Equality of votes**

VOTES OF MEMBERS

41. Subject to the provisions of article 40 above every member shall have one vote at a general meeting. Votes may be given personally or by proxy. **Voting rights**

42. A member in respect of whom an order has been made either under the Mental Health Act 1983 or by the Court of Protection may, whether on a show of hands or on a poll, by their guardian, deputy or other person, vote by proxy. **Member of unsound mind**

43. The instrument appointing a proxy shall be deposited at the Office not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purposes to vote, and in default the instrument of proxy shall not be valid. The deposit of the proxy may be made via electronic email or electronic form. **Deposit of instrument appointing a proxy**

44. An instrument appointing a proxy shall be in writing, executed by the appointer and shall be in the following form - **Instrument of proxy**

‘INSTITUTE OF BIOMEDICAL SCIENCE’

I, _____, of _____ being a member of the Institute of Biomedical Science, and entitled to vote, hereby appoint as my proxy _____, of _____ a member of the Institute, or failing them the duly appointed chair, to vote in my name and on my behalf at the annual or extraordinary general meeting of the Institute of Biomedical Science to be held on the _____ day of _____ or any adjournment thereof. In the absence of any conflicting instruction the proxy may vote as they think fit or abstain from voting.

I instruct my proxy to vote as follows:

(Circle the desired option/s)

Resolution No. For/Against/Discretion

Resolution No. For/Against/Discretion

etc etc

Dated this _____ day of _____ Signed _____

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL

- | | | |
|-----|--|------------------------------------|
| 45. | The Council shall be composed of not fewer than twelve and not more than thirty corporate members of the Institute, comprising: | Composition of Council |
| | (i) the President, the Past President, the President Elect and the Treasurer, <i>ex officio</i> ; | |
| | (ii) not more than twelve persons elected by members of the Institute registered within the regions ('regional members'); and | |
| | (iii) not more than twenty persons elected by the members of the Institute ('national members'). | |
| 46. | The members of the Council may from time to time appoint any other corporate member of the Institute to be a member (either national or regional) of the Council, whether to fill a casual vacancy or by way of addition to the Council, but so that the maximum numbers fixed as above shall not be exceeded thereby. Any member of the Council appointed under this article shall hold office only until the annual general meeting following next after their appointment, but then shall be eligible for election. Any regional member appointed under this article to fill a casual vacancy and elected at the next annual general meeting shall thereafter continue to hold office only for the remainder of the three-year term of their predecessor when they shall retire and be eligible for election. | Casual vacancies |
| 47. | The members for the time being of the Council may act, notwithstanding any vacancy in their body, provided always that in case the Council shall at any time be or be reduced in number to fewer than six it shall be lawful for them to act as the Council for the purpose of filling vacancies in their body or calling a general meeting of the Institute, but not for any other purpose. | Power to act during vacancy |
| 48. | The Institute shall pay such out-of-pocket expenses as may properly be incurred by the members of the Council in attending general meetings of the Institute or of the Council or of committees of the Council or otherwise performing duties on behalf of the Council. | Expenses |

DUTIES AND POWERS OF THE COUNCIL

- | | | |
|-----|--|--------------------------------------|
| 49. | The business of the Institute shall be managed by the Council who may exercise all such powers of the Institute as are not required either by the Act, or by these articles, to be exercised by the Institute in general meeting, subject nevertheless to the provisions of the Act and these articles | Management and 'No detriment' |
|-----|--|--------------------------------------|

and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Institute in general meeting, but no regulations made by the Institute in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made

50. The Council shall maintain records: **Minutes**
- (i) of all appointments of officers made by the Council;
 - (ii) of the names of the members of the Council present at each meeting of the Council and of any committee of the Council; and
 - (iii) of all resolutions and proceedings at all meetings of the Institute, and of the Council and of any committee of the Council.
51. The Council may appoint examiners and lecturers as they think fit and may fix the term for which any such examiners and lecturers are to hold office, and prescribe their duties, and fix their remuneration. Provided always that the number of members of the Council receiving payment for acting as examiners and lecturers shall not at any one time exceed two-thirds of the total number of members of the Council for the time being and that the rates of fees paid to such Council members shall not exceed those paid to examiners and lecturers who are not Council members. Provided also that no such member of the Council shall vote upon any resolution concerning the appointment or remuneration of examiners or lecturers. **Examiners and lecturers**

OFFICERS

52. The Council shall elect one of its number to be President of the Institute and that person shall take the chair at meetings of the Council. The President shall hold office for a period of two years and shall not be eligible for re-election until four years have elapsed since the completion of that term of office as President. **President**
53. The immediate past President of the Institute shall be called the 'Past President' and shall preside at meetings at which the President is not present within 15 minutes of the time at which the meeting is due to commence. The Past President shall take office in such capacity on the same day as that on which the President takes office and shall hold office for one year. Following the termination of the one-year term of office the office of Past President shall remain unoccupied until the current President of the Institute completes the term of office and automatically becomes the Past President. If the Past President shall be unwilling or unable so to act the Council may elect any other Fellow to act in that capacity. **Past President**
54. At least one year before a new President is due to take up office the **President Elect**

Council may elect one of its number to be President Elect. The President Elect shall hold office in that capacity for one year prior to the next election of the President of the Institute. The President Elect shall take office in such capacity on the same day as that on which the Past President ceases to hold office. The President Elect shall preside at meetings at which the President is not present within 15 minutes of the time at which the meeting is due to commence.

55. If within 15 minutes of the time at which any meeting is due to commence, neither the President nor the Past President nor the President Elect (as the case may be) be present, the meeting shall proceed to elect one of the members of the Council to the chair, and the member so elected shall preside at the meeting.

56. The Council may appoint a Treasurer, who shall be a corporate member of the Institute and shall serve for a period of one year and be eligible for immediate reappointment.

Treasurer

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

57. No person shall remain a member of the Council if they:

Disqualification

- (i) become bankrupt; or
- (ii) become prohibited from being a member of the Council by reason of any order made under the Act; or
- (iii) have an order made in respect of them under the Mental Health Act 1983 or become of unsound mind; or
- (iv) resign their office by notice in writing to the Institute; or
- (v) are directly or indirectly interested in any contract with the Institute and fail to declare the nature of their interest in manner required by the Act; or
- (vi) cease for any cause to be a corporate member of the Institute; or
- (vii) are requested in writing by all the other members of the Council to resign.

ELECTION OF MEMBERS OF THE COUNCIL

58. At the close of the annual general meeting of the Institute held in each year, members of the Council shall retire in the following proportions:

Proportions due to retire

- (i) one-third of the national members, or, if their number is not three or a multiple of three, then the number nearest one-third;

- (ii) all the regional members of the Council the date of whose last election to that office was more than 30 months prior to the date of such annual general meeting;
- (iii) all persons who are due to retire under the provisions of article 46 because they hold office by virtue of an appointment made by the Council under the said article.

59. The national members of the Council to retire in every year shall be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. **Determination of retirement dates**
60. A retiring national or regional member of the Council shall be eligible for re-election subject to their having first been nominated for election under article 65, provided that no person who has served three consecutive terms of office on the Council shall be eligible for re-election until at least twelve months have elapsed since the end of the third such term of office. **Eligibility for re-election**
61. The election of members of the Council in the place of those retiring at any annual general meeting (if the number of candidates shall exceed the number of vacancies) shall be made by a ballot of the members of the Institute entitled to be present and vote at such meeting. Every such member of the Institute shall be entitled to vote on the election of national members of the Council; each regional member of the Council shall be elected by members of the Institute who are registered in the region for which the regional candidates stand. **Election of Council**
62. Ballot papers containing the names of all candidates and clear and precise directions as to the number of vacancies and the method of voting, shall be sent by any of the valid methods of delivery notices permitted by article 75. **Ballot papers**
- The provisions hereinafter contained in relation to notices shall apply *mutatis mutandis* to ballot papers.
63. The Institute may from time to time in general meeting increase or reduce either the minimum or the maximum numbers of members of the Council and may also determine in what rotation the increased or reduced number is to go out of office. **Increase/ reduction in Council**
64. The Institute may remove any national or regional member of the Council before the expiration of their period of office, by ordinary resolution of which special notice has been given in accordance with Section 312 of the Act, and may, by ordinary resolution, appoint another corporate member in their stead. The corporate member so appointed shall be subject to **Removal from Council**

retirement at the same time as if they had become a member of the Council on the day on which the member of the Council in whose place they are appointed was last elected a member of the Council.

65. Any member of the Institute wishing to nominate a corporate member for election as a member of the Council shall cause to be delivered to the Office, at least 13 weeks before the meeting at which the result of such election is to be declared, (i) a written notice addressed to the Secretary stating the name of the corporate member nominated, (ii) the name of some other member who will second such nomination, and (iii) a written undertaking by the nominee to serve, if elected. If the number of such nominees shall be equal to or less than the number of vacancies the persons so nominated shall be deemed to be elected.

Nominations for membership

66. If between the closing date for nominations for the election of members of the Council and the date of the meeting at which the result thereof is to be declared any person named in such ballot paper shall die or shall be disqualified for any of the reasons mentioned in article 57 (i), (ii), (iii) or (vi), and the result of such ballot shall be that if such person were alive or had not been so disqualified they would have been elected to be a member of the Council, their election (but not that of any other persons elected by the same ballot) shall nevertheless be void. The vacancy thereby caused and any vacancy caused by the number of candidates being less than the number of vacancies shall be deemed to be a casual vacancy occurring immediately after the said meeting which may be filled by the Council under article 46 hereof.

Election of Council

PROCEEDINGS OF COUNCIL

67. The Council may meet for the despatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes of members present. In case of an equality of votes, the chair shall have a second or casting vote. A committee appointed by the Council to deal with any matter or any five members of the Council may, and the Secretary on the requisition of such committee or members shall, at any time summon a meeting of the Council. A member of the Council shall not vote on any contract in which they have a financial interest or on any matter arising thereout and if they do so vote their vote shall not be counted.

Regulation of business

68. A meeting of the Council may be held either in person or by suitable electronic or other means agreed by the Council in which all those participating may communicate with all the others.

69. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed shall

Council quorum

- (i) be nine when the full Council exceeds twelve in number; and
- (ii) in any other case be the full Council.

70. The Council may delegate any of its powers to committees consisting of three or more of its members as it thinks fit, but any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Council. **Committees**
71. A committee shall elect a chair of its meetings; if no such chair is elected, or if at any meeting the chair is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be chair of the meeting. **Committee chair**
72. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of members present. In the case of equality of votes, the chair shall have a second or casting vote. **Committee voting**
73. A resolution determined on without any meeting of the Council and evidenced by writing under the hands of at least three-fourths of the members of the Council (notwithstanding that such resolution may be signed by members of the Council at different places or times) or under the hands of at least three-fourths of the members of a committee (notwithstanding that such resolution may be signed by such members at different places or times), shall be as valid and effectual as a resolution duly passed at a meeting of the Council or of such committee. **Validity of resolutions**
74. All acts done by any meeting of the Council or by a committee appointed by the Council, or by any person acting as a member of the Council, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any member of the Council or of any person acting as aforesaid, or that they or any of them were disqualified, shall be as valid as if every person had been duly elected or appointed and was qualified to be a member of the Council. **Defective elections**

NOTICES

75. The Institute can deliver a notice or other document, including the Institute's financial reports, to a member: **Notices: how given**
- (i) by delivering it by hand to the address recorded for the member on the register;
 - (ii) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the member on the register;

- (iii) by electronic form or electronic means to an address notified by the member in writing;
- (iv) by a website the address of which shall be notified to the member in writing; or
- (v) by advertisement in at least two national newspapers in the United Kingdom,

but this article does not affect any provision in any relevant legislation or the articles requiring notices or documents to be delivered in a particular way.

76. If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the member.
77. If a notice or document is sent by post or other delivery service not referred to below, it is treated as being delivered:
- (i) 48 hours after it was posted, if first class post was used; or
 - (ii) 72 hours after it was posted or given to delivery agents, if first class post was not used, provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:
 - (a) properly addressed; and
 - (b) put into the post system or given to delivery agents with postage or delivery paid.
78. If a notice or document is sent by electronic form or electronic means, it is treated as being delivered at the time it was sent.
79. If a notice or document is sent by a website, it is treated as being delivered when the material was first made available on the website or, if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
80. If a notice is given by advertisement, it is treated as being delivered at midday on the day when such advertisement appears in the newspapers.
81. Any member whose address is not described in the Register of Members, and who shall not have designated in writing an address for the receipt of notices, shall not be entitled to receive any notice from the Institute.

82. Notices of every general meeting shall be given in manner hereinbefore authorised to every member entitled to attend and vote at such meeting, except those members who have not supplied to the Institute an email address, or a postal address within the United Kingdom, for the giving of notices of them, and notice thereof shall also be given to the auditor for the time being of the Institute. No other persons shall be entitled to receive notices of general meetings. **Notices: to whom given**

ACCOUNTS

83. The Council shall cause proper books of account to be kept with respect to: **Books of account**
- (i) all sums of money received and expended by the Institute and the matter in respect of which the receipt and expenditure takes place;
 - (ii) all sales and purchases of goods by the Institute; and
 - (iii) all assets and liabilities of the Institute.
84. The books of account shall be kept at the Office, or at such other place or places in England as the Council thinks fit, and shall always be open to the inspection of the members of the Council. **Where books of account kept**
85. The Council shall cause to be prepared and made available to members of the Institute such reports and financial statements as are required by the Act. **Statutory accounts**

AUDIT

86. An auditor shall be appointed, and their duties regulated in accordance with the Act. **Audit**

ADMINISTRATION

87. The Council shall provide for the safe custody of the seal, which shall be used only by the authority of the Council or of a committee of the Council authorised by it in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose. **Seal**
88. The Council may, from time to time, by resolution appoint a Secretary or a temporary substitute for the Secretary and such substitute shall for all the purposes of these articles be deemed to be the Secretary during the period for which they are appointed. The remuneration of such Secretary may be by way of salary or by way of any other increment or reward as the case may be determined by the Council from time to time. **Secretary**

89. The Council may, from time to time, by resolution appoint such permanent or temporary officers as they may deem to be necessary, and may remunerate such officers by way of salary.

Permanent and temporary staff

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