COMPANY NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

THE FEDERATION OF EUROPEAN BIOCHEMICAL SOCIETIES

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber	Authentication by each subscriber
The Biochemical Society	
Hungarian Biochemical Society	
Israeli Society for Biochemistry and Molecular Biology	

Dated: 3 October 2012

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE FEDERATION OF EUROPEAN BIOCHEMICAL SOCIETIES

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1 Company's name

1.1 The company's name is **The Federation of European Biochemical Societies** (the "**Federation**" or "**FEBS**").

2 Interpretation

2.1 In the articles:

"**address**" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Federation;

"**annual membership fee**" means the annual membership fee to be determined by the Council in accordance with article 15.1.10;

"**articles**" means the Federation's articles of association;

"**Associate Member Society**" means a Constituent Society admitted as an Associate Member Society in accordance with article 10 and the rights and obligations as set out in article 11.3;

"**By-laws**" means by-laws of the Federation in accordance with article 32;

"**clear days**" in relation to the period of a notice means a period excluding:

(a) the day when the notice is given or deemed to be given; and

(b) the day for which it is given or on which it is to take effect;

"**Chairperson**" means the chairperson of the Federation, appointed in accordance with article 19;

"**Commission**" means the Charity Commission for England and Wales;

"**Committee Chairpersons**" means the chairpersons of the Committees appointed in accordance with article 23.2;

"**Committees**" means the Advanced Courses Committee, Education Committee, Fellowships Committee, Publications Committee, Science and Society Committee and any other committee established in accordance with article 26, whose rights and responsibilities shall be set out in By-laws from time to time;

"**Committee Members**" means all members of the Committees excluding the Committee Chairpersons;

"**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Federation;

"**Congress**" means a congress of the Federation held in accordance with article 29;

"**Congress Counsellor**" means any person elected to perform the duties of the Congress counsellor in accordance with article 22;

"**Constituent Societies**" means organisations who are national scientific societies in the field of biochemistry and molecular biology who are admitted either as a Member Society or an Associate Member Society in accordance with article 10;

"**Council**" means the council consisting of one Delegate from each Constituent Society and all members of the Executive Committee;

"**Council Meeting**" means any meeting of the Council, including an annual general meeting or any other meeting called in accordance with article 17;

"**Delegate**" means a Constituent Societies' nominated representative in accordance with article 16;

"**document**" includes, unless otherwise specified, any document sent or supplied in electronic form;

"**electronic form**" has the meaning given in section 1168 of the Companies Act 2006;

"**Executive Committee**" means the executive committee of the Federation, consisting of all of the Officers as set out at article 18.1, further detailed at article 24;

"**Finance Committee**" means the finance committee of the Federation, further detailed at article 25;

"**Members**" means the company members of the Federation who will be admitted in accordance with articles 10 and 11;

"**Member Society**" means a Constituent Society admitted as a Member Society in accordance with article 10 with the rights set out in article 11.2;

"**memorandum**' means the Federation's memorandum of association;

"**Objects**" shall have the meaning given to it in article 4;

"**Officer Members**" means the members of the Executive Committee who will upon appointment as an Officer be a Member in accordance with article 11.1.3;

"**Officers**" means the officers of the Federation making up the Executive Committee as set out at article 18.1. The Officers are charity trustees as defined by section 177 of the Charities Act 2011 and company directors;

"**Secretary General**" means any person elected to perform the duties of the secretary of the Federation in accordance with article 20;

"**Special Resolution**" means a resolution passed by a majority of not less than 75% of the Voting Members present and exercising their vote at a meeting present in person or, in the case of Member Societies, by their Delegate;

"**Treasurer**" means any person elected to perform the duties of the treasurer of the Federation in accordance with article 21;

"**United Kingdom**" means Great Britain and Northern Ireland;

"**Vice Chairperson**" means the vice chairperson of the Federation appointed in accordance with article 19;

"**Voting Members**" means the Member Societies and the Officer Members;

"**Working Group**" means any new working groups formed in accordance with article 26.3; and

"**Working Group Chairpersons**" means the chairpersons of the Working Groups appointed in accordance with article 23.2.

2.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

2.3 Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Federation.

2.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3 Liability of Members

3.1 The liability of the Members is limited to a sum not exceeding £10, being the amount that each Member undertakes to contribute to the assets of the Federation in the event of its being wound up while it is a Member or within one year after it ceases to be a Member, for:

3.1.1 payment of the Federation's debts and liabilities incurred before it ceases to be a Member;

3.1.2 payment of the costs, charges and expenses of winding up; and

3.1.3 adjustment of the rights of the contributories among themselves.

4 Objects

4.1 The Federation's objects ("**Objects**") are and shall be to contribute to and promote the advancement of research and education for the public benefit in the sciences of biochemistry and molecular biology and related disciplines (but only in so far as such related disciplines are ancillary to the main object), by all suitable means and in particular by:

4.1.1 holding and arranging congresses, training and educational courses on matters connected with biochemistry and molecular biology and related disciplines;

4.1.2 facilitating and supporting the exchange of scientific information between biochemists, molecular biologists and scientists working in related disciplines generally and especially in Europe and other countries of Constituent Societies;

4.1.3 facilitating and supporting the training of young scientists in research, in the form of fellowships; and

4.1.4 organising the editing and publication of scientific research and educational material in biochemistry and molecular biology and related disciplines.

4.2 The quality of science shall be of prime importance for decisions concerning support of any and all activities of the Federation.

5 Powers

5.1 The Federation has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Federation has power:

5.1.1 to raise funds. In doing so, the Federation must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

5.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

5.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Federation. In exercising this power, the Federation must comply as appropriate with Part 7 of the Charities Act 2011;

5.1.4 to borrow money and to charge the whole or any part of the property belonging to the Federation as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Federation must comply as appropriate with Part 7 of the Charities Act 2011, if it wishes to mortgage land;

5.1.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

5.1.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

5.1.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;

5.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

5.1.9 to establish or acquire subsidiaries;

5.1.10 to employ and remunerate such staff as are necessary for carrying out the work of the Federation. The Federation may employ or remunerate an Officer only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;

5.1.11 to:

(i) deposit or invest funds;

(ii) employ a professional fund-manager; and

(iii) arrange for the investments or other property of the Federation to be held in the name of a nominee

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

5.1.12 to provide indemnity insurance for the Officers in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and

5.1.13 to pay out of the funds of the Federation the costs of forming and registering the Federation both as a company and as a charity.

6 Application of income and property

6.1 The income and property of the Federation shall be applied solely towards the promotion of the Objects.

6.2 An Officer is entitled to be reimbursed from the property of the Federation or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the Federation.

6.3 An Officer may benefit from trustee indemnity insurance cover purchased at the Federation's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

6.4 An Officer may receive an indemnity from the Federation in the circumstances specified in article 39.

6.5 An Officer may not receive any other benefit or payment unless it is authorised by article 7.

6.6 Subject to article 7, none of the income or property of the Federation may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Constituent Society or Officer. This does not prevent a Constituent Society or Officer receiving:

6.6.1 a benefit from the Federation in the capacity of a beneficiary of the Federation; and/or

6.6.2 reasonable and proper remuneration for any goods or services supplied to the Federation.

7 Benefits and payments to Officers and connected persons

7.1 No Officer or connected person may:

7.1.1 buy any goods or services from the Federation on terms preferential to those applicable to members of the public;

7.1.2 sell goods, services, or any interest in land to the Federation;

7.1.3 be employed by, or receive any remuneration from, the Federation;

7.1.4 receive any other financial benefit from the Federation;

unless the payment is permitted by articles 7.2 to 7.7 or authorised by the court or Commission.

In this article a "**financial benefit**" means a benefit, direct or indirect, which is either money or has a monetary value.

7.2 An Officer or connected person may receive a benefit from the Federation in the capacity of a beneficiary of the Federation provided that a majority of the Officers do not benefit in this way.

7.3 An Officer or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Federation where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.

7.4 Subject to article 7.8 an Officer or connected person may provide the Federation with goods that are not supplied in connection with services provided to the Federation by the Officer or connected person.

7.5 An Officer or connected person may receive interest on money lent to the Federation at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Executive Committee.

7.6 An Officer or connected person may receive rent for premises let by the Officer or connected person to the Federation. The amount of the rent and the other terms of the lease must be reasonable and proper. The Officer concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

7.7 An Officer or connected person may take part in the normal trading and fundraising activities of the Federation on the same terms as members of the public.

7.8 The Federation and its Officers may only rely upon the authority provided by article 7.4 if each of the following conditions is satisfied:

7.8.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Federation or its Officers (as the case may be) and the Officer or connected person supplying the goods (the "**supplier**") under which the supplier is to supply the goods in question to or on behalf of the Federation;

7.8.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;

7.8.3 the Executive Committee is satisfied that it is in the best interests of the Federation to contract with the supplier rather than with someone who is not an Officer or connected person. In reaching that decision the Executive Committee must balance the advantage of contracting with an Officer or connected person against the disadvantages of doing so;

7.8.4 the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them or it with regard to the supply of goods to the Federation;

7.8.5 the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Officers is present at the meeting;

7.8.6 the reason for the Executive Committee's decision is recorded in the minute book; and

7.8.7 a majority of the Officers then in office are not in receipt of remuneration or payments authorised by article 7.

7.9 In articles 7.2 to 7.8:

7.9.1 "**Federation**" includes any company or charity in which the Federation:

(i) holds more than 50% of the shares;

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the company or charity; and

7.9.2 "**connected person**" includes any person within the definition in article 41 (Interpretation).

8 Declaration of Officers' interests

8.1 An Officer must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Federation or in any transaction or arrangement entered into by the Federation which has not previously been declared. An Officer must absent himself or herself from any discussions of the Officers in which it is possible that a conflict will arise between their duty to act solely in the interests of the Federation and any personal interest (including but not limited to any personal financial interest).

9 Conflicts of interests and conflicts of loyalties

9.1 If a conflict of interests arises for an Officer because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Officers may authorise such a conflict of interests where the following conditions apply:

9.1.1 the conflicted Officer is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

9.1.2 the conflicted Officer does not vote on any such matter and is not to be counted when considering whether a quorum of Officers is present at the meeting; and

9.1.3 the unconflicted Officers consider it is in the interests of the Federation to authorise the conflict of interests in the circumstances applying.

9.2 In this article 9 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to an Officer or to a connected person.

10 Members

10.1 The subscribers to the memorandum are the first members of the Federation.

10.2 Subject to meeting the requirements as set out in article 11 prospective members, being national scientific societies representing scientists in the field of biochemistry and molecular biology in Europe or in countries of the Federation's area of interest, who wish to be admitted as Members, shall need to:

10.2.1 apply to the Federation in the form required by the Council; and

10.2.2 be approved by the Council.

10.3 The procedure for admission is set out in the By-laws.

10.4 The annual membership fee due to the Federation and payable by the Member Societies is determined by the Council.

10.5 Membership is non-transferrable.

10.6 For the avoidance of doubt, only one Constituent Society may be admitted as either a Member Society or Associate Member Society per country.

10.7 For the purpose of this article the Executive Committee shall have the final decision with regard to:

10.7.1 the interpretation of 'country'; and

10.7.2 which organisation is any particular country's national scientific society representing scientists in the field of biochemistry and molecular biology.

11 Classes of membership

11.1 The Federation has the following categories of Members:

11.1.1 Member Societies, who shall have the rights and responsibilities as set out in article 11.2;

11.1.2 Associate Member Societies, who shall have the rights and responsibilities as set out in article 11.3;

11.1.3 Officer Members, who shall have the rights and responsibilities as set out in article 11.4; and

11.1.4 any other category as may be determined by the Executive Committee from time to time.

11.2 Member Society

11.2.1 A Constituent Society which has been accepted as a Member Society by the Council shall pay the annual membership fee.

11.2.2 A Member Society has voting rights in the Council.

11.2.3 A Constituent Society which has been accepted as a Member Society by the Council but does not pay the annual membership fee will be considered as an Associate Member Society (with no voting rights) until the annual membership fee is paid.

11.2.4 A Member Society may nominate a Delegate to act as its representative at Council meetings in accordance with article 16.

11.3 Associate Member Society

11.3.1 A Constituent Society which has been accepted as an Associate Member Society by the Council does not pay the annual membership fee.

11.3.2 An Associate Member Society has no voting rights in Council meetings.

11.3.3 An Associate Member Society may nominate a Delegate (with no voting rights) to attend Council meetings in accordance with article 16.

11.4 Officer Member

11.4.1 The members of the Executive Committee are Officer Members.

11.4.2 Subject to the articles, Officer Members shall be Members and have voting rights in the Council for so long as they are Officers. Such a voting right is personal to each individual Officer Member and cannot be delegated.

11.4.3 Whenever an Officer ceases to be an Officer they shall also cease to be an Officer Member.

12 Obligations of Members

Membership of the Federation implies strict adherence to the articles, the By-laws and any lawful decision made or to be made by the Council or Executive Committee.

13 Termination of membership

13.1 Constituent Societies

13.1.1 A Constituent Society's membership of the Federation ends in case of

(i) a dissolution or winding up of the Federation; or

(ii) a notice of withdrawal pursuant to article 13.1.2 by the Constituent Society; or an expulsion of the Constituent Society pursuant to article 13.1.3;

13.1.2 Any Constituent Society is free to withdraw from the Federation at a meeting of the Council provided written notice of such withdrawal has been communicated to the Secretary General at least one month before the Council Meeting.

13.1.3 Expulsion of a Constituent Society may be decided by the Council with a two-thirds majority of Council Members if the continued affiliation of such a Society with FEBS would, in the opinion of the Council, injure the reputation or interests of the Federation. The particular Constituent Society must be heard before a decision is made.

13.2 Officer Members

13.2.1 An Officer Member's membership of the Federation ends if they cease to be an Officer.

14 Structure of the Council

14.1 The Council shall be composed of:

14.1.1 one Delegate from each Constituent Society; and

14.1.2 all members of the Executive Committee.

14.1.3 The Council shall be directed and represented by the Chairperson.

14.1.4 The Council shall conduct its activities in accordance with these articles, rules set out in the By-laws, Council resolutions and the applicable law.

15 Competence of the Council

15.1 Subject to the powers of the Executive Committee as set out in article 24.2, the Council has all such competencies that have not been conferred upon another organ of the Federation under the present articles. In particular the Council shall be required to:

15.1.1 approve any adoption and/or modification of the articles and By-laws;

15.1.2 approve any decision to dissolve, wind-up or merge the Federation;

15.1.3 approve the acceptance and/or expulsion of Constituent Societies;

15.1.4 consider all basic aspects of science policies of the Federation as proposed and formulated by the Executive Committee and approve those modifications and changes which the Council believes adequate and appropriate;

15.1.5 approve the establishment of Committees and Working Groups;

15.1.6 elect, by secret ballot:

(i) the Executive Committee (with the exception of the Chairperson and the Vice Chairperson, who will be appointed in accordance with article 19 and the Investment Monitoring Officer, who will be appointed in accordance with article 22); and

(ii) all Committee Members.

15.1.7 approve the work directives for the Executive Committee, other Committees and Working Groups and to monitor the operation of the Federation;

15.1.8 approve the appointment of one or more of the Constituent Societies to be the host society of a Congress;

15.1.9 approve the appointment of the Statutory Auditors and receive their annual audit at the Council Meeting;

15.1.10 determine the annual membership fee with details of the annual membership fees to be spelt out in the By-laws; and

15.1.11 approve the annual budgets and statements of account.

16 Delegates of Constituent Societies

16.1 Each Constituent Society shall have the right to appoint a Delegate as their representative to attend Council meetings.

16.2 Each Constituent Society shall notify the Secretary General in writing of their nominated Delegate from time to time, and in any event at least one month in advance of any meeting at which the Delegate is to attend on behalf of the Constituent Society. Until the Secretary General is further notified otherwise in writing any nominated Delegate shall have authority to represent the Constituent Society that nominated them as such.

16.3 If the Council, acting reasonably, considers a Delegate to be disruptive, or is bringing the Federation into disrepute, they can require a Constituent Society to appoint an alternative Delegate.

17 Meetings of the Council – Voting

17.1 The Council shall hold at least once a year an ordinary Council Meeting normally at each Congress of the Federation.

17.2 Further to article 17.1, additional Council Meetings shall be held upon the request of the Executive Committee or upon the request of one third of the Constituent Societies and these additional Council meetings may be held online or in-person. The request has to be addressed in writing to the Secretary General who shall convene a Council Meeting within four months after receipt of the request.

17.3 Unless explicitly stated otherwise in these articles (including articles 13.1.3, 31 and 33) or as otherwise required by the Companies Acts:

17.3.1 the Council Meeting has a quorum if at least two-thirds of the Voting Members are present;

17.3.2 each matter shall be decided by simple majority of the number of votes cast; and

17.3.3 each Delegate of a Member Society and each Officer Member has one vote.

17.4 Subject to articles 31 and 33, the Council can pass resolutions as written resolutions in accordance with the provisions of Part 13 Chapter 2 of the Companies Act 2006.

17.5 Additional provisions on the structure and the organisations of the Council may also be defined in By-laws.

18 Appointment and Term of Officers to the Executive Committee

18.1 The Officers of the Federation (the "**Officers**") are:

18.1.1 the Chairperson,

18.1.2 the Vice-Chairperson,

18.1.3 the Secretary General,

18.1.4 the Treasurer,

18.1.5 the Congress Counsellor,

18.1.6 the Committee Chairpersons;

18.1.7 the Working Group Chairpersons;

18.1.8 the Investment Monitoring Officer;

18.1.9 the Counsellor for Institutional Relations.

18.2 The Officers, except for the Chairperson and Vice-Chairperson (whose term shall be in accordance with article 19), shall serve for a term of three years, and then may not serve in the same capacity for more than one additional term (a total of six years). Exceptionally and with the agreement of the Executive Committee, an Officer (EC member) may stand for re-election for a third three-year term.
Save with the approval of the Members, a retiring Officer who has served for six (exceptionally nine) consecutive years will not be eligible to be re-elected as an Officer for a period of one year.

18.3 No Officer shall be a Delegate of a Constituent Society.

19 The Chairperson and Vice-Chairperson

19.1 The functions and responsibilities of the Chairperson are in particular:

19.1.1 to chair Council Meetings;

19.1.2 to chair meetings of the Executive Committee;

19.1.3 to perform any other tasks conferred by the Council on the Chairperson; and

19.1.4 together with the Secretary General, to prepare and organise the Council Meetings, including the calling of such meetings and the preparation and distribution of documents and minutes.

19.2 The Chairperson shall be proposed and nominated by the Constituent Society hosting the annual Congress. The application of the Constituent Society for hosting a Congress shall specify the qualification of the proposed Chairperson for such office. The Council shall confirm the nomination of the Chairperson together with the election of the Constituent Society which shall host the next Congress.

19.3 The Chairperson proposed by the host Society shall take office as Vice-Chairperson of the Federation on the 1st of January following the Congress. They will become the Chairperson one year later: the previous Chairperson leaves office at that time.

20 The Secretary General

20.1 Subject to article 24.2, the Secretary General shall be responsible for conducting all general administrative issues and matters of the Federation in accordance with these statutes and in particular:

20.1.1 maintain and promote the contacts and exchange of information between Council, the Executive Committee and Constituent Societies;

20.1.2 together with the Treasurer, negotiate and execute contracts on behalf of the Federation where appropriate within the restrictions and limits set by the Council or the Executive Committee from time to time;

20.1.3 together with the Chairperson, prepare and organise the Council Meetings, including the calling of such meetings and the preparation and distribution of documents and minutes. In particular, all Constituent Societies shall be asked, in due time, to nominate candidates for the elections of Officers and Committee members; the Secretary General shall circulate the respective Curricula Vitae of the nominated candidates to the Constituent Societies and members of the Executive Committee at least three months prior to a Council Meeting;

20.1.4 give an annual report to the Council;

20.1.5 organise the meetings of the Executive Committee, including the calling and preparation of such meetings and the preparation and distribution of minutes;

20.1.6 may participate ex officio in meetings of all Committees and Working Groups of the Federation with voting rights;

20.1.7 promote contacts with other scientific organisations and international bodies; and

20.1.8 provide a summary of Executive Committee minutes to the Constituent Societies.

20.2 The Secretary General shall be elected by the Council. If the term of the Secretary General is due to end, the next Secretary General shall be elected one year before the last meeting of the Council convened by the outgoing Secretary General.

21 The Treasurer

21.1 Subject to article 24.2, the Treasurer shall:

21.1.1 chair the Finance Committee;

21.1.2 report to the Council about the financial status at every Council Meeting, and to the Executive Committee and the Finance Committee at least twice a year and on the occasion of events significantly affecting the finances of the Federation;

21.1.3 execute relevant decisions made by the Council and the Executive Committee;

21.1.4 propose every year a budget to the Council, in line with decisions reached in the Executive Committee and Finance Committee;

21.1.5 be responsible for keeping all financial records as required under the Charities Act 2011; and

21.1.6 together with the Secretary General, negotiate and execute contracts on behalf of the Federation where appropriate within the restrictions and limits set by the Council or the Executive Committee from time to time.

21.2 The Treasurer may participate ex officio in all Committees and Working Groups of the Federation with voting rights.

21.3 The Treasurer shall be elected by the Council. If the term of the Treasurer is due to end, the next Treasurer shall be elected one year before the last meeting of Council at which the accounts of the Federation will be presented by the outgoing Treasurer.

22 The Investment Monitoring Officer

22.1 The Investment Monitoring Officer (IMO) candidate will be presented by the Secretary General in consultation with the Treasurer and approved by the Executive Committee.

22.2 The IMO will be a member of the Executive Committee with voting rights, be a non-voting co-opted member of the Finance Committee and be invited to attend Council meetings with no voting rights.

22.3 The tasks of the IMO are set out in the By Laws.

23 The Counsellor for Institutional Relations

23.1 The Counsellor for Institutional Relations (CIR) shall be elected by the Council (the first call for nominations will be in 2026);

23.2 The CIR will be a member of the Executive Committee with voting rights.

23.3 The tasks of the CIR are set out in the By Laws.

24 The Congress Counsellor

24.1 The Congress Counsellor shall prepare for the election of Congress organisers and supervise the preparations and arrangements of each Congress. The details of the tasks of the Congress Counsellor are set forth in the By-laws.

24.2 The Congress Counsellor chairs the Congress Programme Board (as defined in the By-laws) that ensures the quality, consistency and international visibility of the annual FEBS Congress.

24.3 The Congress Counsellor shall be elected by the Council.

25 The Committee Chairpersons and Working Group Chairpersons

25.1 Each Committee Chairperson and Working Group Chairperson shall be responsible for the functioning of the Committee and Working Group that they chair, including the meeting schedule and the supervision of committee functions. Further details of the tasks of the respective Committee Chairpersons and Working Group Chairpersons are set out in the By-laws.

25.2 Each Committee Chairperson and Working Group Chairperson shall be elected by the Council.

26 The Executive Committee

26.1 The members of the Executive Committee are the Officers.

26.2 The Executive Committee members agree, with their acceptance of the respective position within the Executive Committee, to also assume the responsibility of a trustee in the sense of the Charities Act 2011 and to be jointly responsible together with the other members of the Executive Committee for the actions of the Federation being in line with all charity law requirements applicable to the Federation. The members of the Executive Committee must in particular comply as trustees with the legal requirements as to the keeping of financial records, the audit of the accounts and the preparation and transmission to the Commission of the annual statements of account.

26.3 The members of the Executive Committee are collectively responsible to the Council for handling the administration of the Federation in agreement with the policies laid down by the Council.

26.4 Notwithstanding article 24.2, the Council delegates to the Executive Committee all of its responsibilities with respect to the general control of the Federation, which is vested in the Council, between Council Meetings. The Executive Committee is especially empowered to:

26.4.1 fulfil the Objects of the Federation in accordance with article 4;

26.4.2 administer the assets and property of the Federation;

26.4.3 assist the Secretary General in preparing the Council Meetings;

26.4.4 implement Working Groups and Committees (subject to approval of Council) entrusted with special tasks within the general framework of the Federation;

26.4.5 appoint delegates or representatives of the Federation to scientific conferences or meetings;

26.4.6 execute decisions of the Council;

26.4.7 receive reports from the Finance Committee and all other Committees and Working Groups on a regular basis; and

26.4.8 report to the Council on a regular basis.

26.5 Any proposal that would substantially alter the scope or balance of FEBS expenditure needs to be approved by the Council.

26.6 The Executive Committee makes decisions based on a majority vote. In case of a tie the Secretary General has two votes.

26.7 Should any position held by an Officer become vacant, the Executive Committee shall take immediate action to arrange the appointment of a temporary replacement Officer.

26.8 Further details of the organisation of the Executive Committee are set out in the By-laws.

27 The Finance Committee

27.1 The Finance Committee consists of the Treasurer (Chairperson), two persons elected by Council, the Chairperson of the Publications Committee *ex officio* and the Secretary General *ex officio*. The Investment Monitoring Officer (IMO) is co-opted to the Finance Committee with no voting rights.

27.2 The Finance Committee shall assist the Treasurer in all financial matters and in communicating with the Constituent Societies, the Executive Committee and with all other Committees and Working Groups of the Federation. The Finance Committee shall draw up the overall budget and submit it to the Executive Committee and Council for adoption before the start of the financial year. After the end of the financial year, the Finance Committee will prepare the financial report and the annual accounts. Next year's budget, financial report and annual account of the previous year are presented at a Council meeting in due course.

27.3 The Finance Committee shall consider requests from all other Officers in preparing the annual budget.

27.4 The Finance Committee must ensure accounting records are kept as required by the Companies Acts and that the accounts are prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

27.5 Further details of the duties of the Finance Committee are set out in the By-laws.

27.6 Finance Committee members shall serve for a four year term of service (but this does not apply to the Treasurer, Publications Committee Chairperson or the Secretary General, whose terms shall be in accordance with article 18.2).

28 Other Committees and Working Groups

28.1 In addition to the Executive Committee and the Finance Committee, the Federation has so far established the following Committees:

28.1.1 Advanced Courses Committee;

28.1.2 Education and Training Committee;

28.1.3 Excellence Awards and Fellowships Committee;

28.1.4 Publications Committee;

28.1.5 Science and Society Committee;

28.1.6 Careers of Young Scientists Committee; and

28.1.7 Integration and Networking Committee.

28.2 Further committees may be formed if necessary. Their creation and composition shall be proposed by the Executive Committee and approved by the Council. The working mode of the committees is spelled out in the By-laws.

28.3 The formation of Working Groups and their objectives, structure and regulation will be approved by Council.

28.4 Committee Members shall serve for a four year term and are eligible to be elected as an Executive Committee member at any time during their four-year term. Committee members will not be eligible for re-election serving in another capacity for at least one year after completion of their term of service. The same rule applies to elected members of Working Groups (but does not apply to the Chairpersons of such Working Groups, whose term shall be in accordance with article 18.2).

29 Nomination Rules

29.1 Constituent Societies and members of the Executive Committee shall be asked by the Secretary General with a sufficient time lead to nominate relevant candidates for the respective positions to be filled in future and to provide the relevant information on the candidate (including a Curriculum Vitae) on the standard nomination form provided.

29.2 The Committee Chairpersons shall inform Council of the qualifications of the candidates needed by the Committee with due regard to geographical and gender representation. The Secretary General shall provide the nomination forms of all the candidates proposed at least three months prior to the Council Meeting at which elections are held. The members of Council may vote for a candidate from among those proposed in due time.

30 Cessation of Officers and Committee Members

30.1 All Officers and Committee Members have to fulfil their duties with due care in accordance with the laws, in particular in accordance with these articles, the By-laws, the Council resolutions and any other rules which the Federation may adopt.

30.2 An Officer or Committee Member may be removed from their office by a Council

decision if they:

30.2.1 act unlawfully;

30.2.2 endanger the reputation of the Federation through their behaviour; or

30.2.3 are absent without the permission of the Officers or Committee Member (as applicable) from all their meetings held within a period of six consecutive months and the Officers or Committee Members resolve that their office be vacated.

The Officer or Committee Member in question shall be heard by Council before its decision is made.

30.3 An Officer or Committee Member shall cease to hold their office if they:

30.3.1 ceases to be an Officer or Committee Member by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

30.3.2 is disqualified from acting as a trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

30.3.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs; or

30.3.4 resigns as an Officer or Committee Member by notice to the Federation (but an Officer's resignation in accordance with this article will only be effective provided that at least two Officers will remain in office when the notice of resignation is to take effect).

31 The Congress

31.1 The Congress of the Federation shall be held normally at least every year at a place proposed by the hosting Constituent Society and approved by the Council. The Congress Counsellor is responsible for the appropriate preparation of the Congress in cooperation with the hosting Constituent Society and the Congress Programme Board (as defined in the By-laws).

31.2 The Congress of the Federation is a scientific meeting and exhibition and shall provide opportunities for the presentation of original communications, demonstrations and symposia. Further details are set out in the By-laws.

31.3 The Congress of the Federation will be financed by registration fees of participants and by sponsoring funds, including specific grants from the Federation approved by Council as proposed by the Executive Committee. The responsibility for the financial arrangements of a Congress are detailed in an agreement signed by FEBS and the PCO. They will be represented by the Congress Counsellor, as set forth in the By-laws.

32. The Statutory Auditors

32.1 The Council shall approve the appointment annually of a firm of statutory auditors who shall report on the accounts of the Federation. The Council may also appoint at its discretion two individuals from among its Constituent Societies to act as auditors. At all times, these auditors may require that the books and all relevant documents or reports are presented to them and they may examine the cash and financial situation of the Federation. All organs of the Federation, in particular the Treasurer and the Finance Committee, must cooperate with both the statutory auditors and any other auditors appointed by the Council (if any).

32.2 The statutory auditors may be re-elected.

33 Alterations of the articles

33.1 The articles of the Federation may be amended at any Council Meeting by a Special Resolution (which is a resolution passed by a majority of not less than 75% of the Voting Members present and exercising their vote at a meeting present in person or, in the case of Member Societies, by their Delegate), provided that there is a quorum of least three-quarters of the Voting Members.

33.2 Proposals for changes of the articles must be notified one month prior to a Council Meeting at which it is intended to hold a vote to amend such articles.

33.3 No change shall be made which would extend the Objects of the Federation beyond those set out in article 4.

34 By-laws of the Federation

34.1 The Executive Committee may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Federation (the "**By-laws**").

34.2 The Council has the power to alter, add or to repeal the By-laws.

34.3 The Executive Committee must adopt such means as they think sufficient to bring the By-laws to the notice of Constituent Societies.

34.4 The By-laws shall be binding on all Members. No By-law shall be inconsistent with, or shall affect or repeal anything contained in, these articles.

34.5 The Executive Committee may amend the By-laws on application by the relevant Committee or Working Group provided that the alterations apply to the operating rules of that Committee or Working Group. Budgetary amendments should be supported by the Executive Committee. Any amendment which would substantially alter the scope or purposes of a Committee or Working Group would need the approval of Council.

35 The dissolution or merger of the Federation

35.1 A resolution to dissolve or merge the Federation can only be passed by a Council Meeting by a Special Resolution (which is a resolution passed by a majority of not less than 75% of the Voting Members present and exercising their vote at a meeting present in person or, in the case of Member Societies, by their Delegate), provided that there is a quorum of at least three quarters of the Voting Members. A motivated proposal for dissolution must be submitted in writing to the Secretary General at least four months before the Council meeting.

35.1 If at any time a Council resolution to dissolve or merge the Foundation is passed, the Officers will remain in office as charity trustees and will be responsible for the orderly winding up of the Federation's affairs. They shall send to the Commission a final report and statement of account relating to the Federation once the winding up is completed.

35.2 On the dissolution or merger of the Federation any surplus assets of the Federation shall be transferred to a body or bodies having aims similar to those of the Federation or for charitable purposes.

36 Remuneration of Officers

The Officers must not be paid any remuneration unless it is authorised by article 7.

37 Validity of Officers' and Committee Member's decisions

37.1 Subject to article 35.2, all acts done by the Executive Committee, or of a Committee and Working Group, shall be valid notwithstanding the participation in any vote of an Officer and/or Committee Member who:

37.1.1 was disqualified from holding office;

37.1.2 had previously retired or who had been obliged by the constitution to vacate office; and/or

37.1.3 was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise,

if without:

37.1.4 the vote of that Officer and/or Committee Member; and

37.1.5 that Officer and/or Committee Member being counted in the quorum,

the decision has been made by a majority of the Officers and/or Committee Members participating at a quorate meeting.

37.2 Article 35.1 does not permit an Officer or connected person to keep any benefit that may be conferred upon them by a resolution of the Executive Committee or of a Committee or Working Group if, but for article 35.1, the resolution would have been void, or if the Officer has not complied with article 8.

38 Minutes

38.1 The Federation must keep minutes of all:

38.1.1 elections of Officers and Committee Members made by the Council;

38.1.2 proceedings at meetings of the Council;

38.1.3 meetings of the Executive Committee, Committees and Working Groups including:

(i) the names of those present at the meeting;

(ii) the decisions made at the meetings; and

(iii) where appropriate the reasons for the decisions.

39 Annual Report and Return and Register of Charities

39.1 The Officers must comply with the requirements of the Charities Act 2011 with regard to the:

39.1.1 transmission of a copy of the statements of account to the Commission;

39.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission; and

39.1.3 preparation of an Annual Return and its transmission to the Commission.

39.2 The Officers must notify the Commission promptly of any changes to the Federation's entry on the Central Register of Charities.

40 Means of communication to be used

40.1 Subject to the articles, anything sent or supplied by or to the Federation under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Federation.

40.2 Subject to the articles, any notice or document to be sent or supplied to an Officer in connection with the taking of decisions by Officers may also be sent or supplied by the means by which that Officer has asked to be sent or supplied with such notices or documents for the time being.

40.3 Any notice to be given to or by any person pursuant to the articles:

40.3.1 must be in writing; or

40.3.2 must be given in electronic form.

40.4 The Federation may give any notice to a Constituent Society either:

40.4.1 personally;

40.4.2 by sending it by post in a prepaid envelope addressed to the Constituent Society at the Constituent Society's address;

40.4.3 by leaving it at the address of the Constituent Society;

40.4.4 by giving it in electronic form to the Constituent Society's address; or

40.4.5 by placing the notice on a website and providing the Constituent Society with a notification in writing or in electronic form of the presence of the notice on the website.

40.5 A Constituent Society who does not register an address with the Federation shall not be entitled to receive any notice from the Federation.

40.6 A Constituent Society whose Delegate is present in person at any meeting of the Federation shall be deemed to have received notice of the meeting and of the purposes for which it was called.

40.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

40.8 Proof that an electronic form of notice was given shall be conclusive where the Federation can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

41 Indemnity

41.1 The Federation shall indemnify any relevant Officer against any liability incurred by them or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

41.2 In this article a "**relevant Officer**" means any Officer or former Officer of the Federation.

42 Disputes

If a dispute arises between Members about the validity or propriety of anything done by Members under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

43 Interpretation

43.1 In article 7, article 9.2 and article 35.2, "**connected person**" means:

43.1.1 a child, parent, grandchild, grandparent, brother or sister of the Officer;

43.1.2 the spouse or civil partner of the Officer or of any person falling within paragraph 41.1.1 above;

43.1.3 a person carrying on business in partnership with the Officer or with any person falling within paragraph 41.1.1 or 41.1.2 above;

43.1.4 an institution which is controlled:

(i) by the Officer or any connected person falling with paragraphs 41.1.1, 41.1.2 or 41.1.3 above; or

(ii) by two or more persons falling within paragraph 41.1.4(i) above, when taken together;

43.1.5 a body corporate in which:

(i) the Officer or any connected person falling within paragraphs 41.1.1 to 41.1.3 above has a substantial interest; or

(ii) two or more persons falling within sub-paragraph 41.1.5(i) above who, when taken together, have a substantial interest.

43.1.6 Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.