

Annual General Meeting 2021

The Institute is pleased to confirm that the seventy-ninth annual general meeting of the Institute of Biomedical Science (Institute) will be held virtually on Saturday 5th June 2021 at 10.00am to:

- 1 receive the annual members' report of the Institute for 2020 and accounts for the year ended 31st December 2020, together with the report of the auditors
- 2 appoint the auditors for the ensuing year
- 3 announce the result of the election for national and regional members of Council
- 4 consider and, if thought fit, to pass the following special resolution proposed by the Council:

SPECIAL RESOLUTION PROPOSED BY THE COUNCIL

THAT with effect from the conclusion of the meeting the draft Articles of Association attached to this resolution be adopted as the Articles of Association of the Institute in substitution for, and to the exclusion of, the Institute's existing Articles of Association.

Explanatory notes

On this page, members can find a copy of the Memorandum and Articles of Association showing the full tracked changes as referred to in the special resolution, instructions on appointing proxies as well as a copy of last year's AGM unconfirmed minutes. Instructions on how to register and join the meeting will be available shortly.

The Institute has retained the original format of a Memorandum of Association followed by Articles. Under the Companies Act 2006, provisions previously contained in the Memorandum (other than the original subscribers' statement of their wish to form a company and their willingness to be members) are treated as provisions of the Articles. For this reason, the special resolution refers only to the Articles. It does, however, alter some of the provisions that appear in the Memorandum.

The proposed changes fall into three categories:

- (a) in **red** below, those to reflect changes in legislation (in particular the Companies Act 2006) and the general law;
- (b) in **green**, those intended to provide greater flexibility about the manner of holding meetings, in particular to allow Members to participate in meetings by electronic or other means, or by a combination of means; and

- (c) in blue, a change to limit the number of consecutive terms of office for Council members, in line with current standards of charity governance.

There are also consequential changes to the numbering of the Articles, and gender-neutral terms have also been proposed.

Memorandum

The last three paragraphs of **clause 3** are no longer a useful or reliable guide to what activities the Institute, as a charity, may engage in (as a charity, the Institute cannot operate as a trade union anyway) or to when the Institute may need to seek approvals and consents, or for that matter which organisation would provide the approval or consent. It is proposed that they be deleted.

Articles

Unless expressly indicated, references to Article numbers below are to the Articles as they are proposed to be amended.

Article 18 deals with the removal of members. It is proposed to add wording here to make it clear that any hearing to which a member may be entitled will be held in such way as the President shall determine, including virtual rather than physical meetings.

The existing **Articles 21 and 22** purport to restrict the powers of the Council in a way that is no longer usual or helpful. The Council already has a general power under Article 49 to exercise the powers of the Institute that are set out in the Memorandum. It is therefore proposed that these Articles be removed.

A new **Article 28** is proposed to make it clear that physical presence in a particular location is not required for a Member to be regarded as “present” at a general meeting, provided they are able to communicate effectively at the meeting and cast their votes. It is intended that the Council will always be physically present in the same place in order to participate in general meetings, but in the light of the challenges presented by the coronavirus pandemic it is not proposed that this should be mandated in the Articles.

Article 31 is to be amended to so that there is no longer a requirement for Council members to be present in the UK in order for the Council to hold a meeting to convene an EGM at the request of Members, reflecting the fact that the Council is able, by virtue of the new Article 68, to hold its meeting otherwise than by physical presence.

In **Article 32** it is proposed that the Institute should be able, if necessary, to give no more than 14 days’ notice of a general meeting, reflecting the change in the Companies Act 2006 and the fact that participation by Members around the world will be facilitated by Article 28. In practice, the timetable for the nomination of candidates and their election to the Council will dictate that much longer notice of the AGM will be provided.

With minimum notice periods for general meetings being harmonised at 14 days, there is no longer any need to maintain the distinction between ordinary business and special business.

Notice of general meetings will no longer have to specify the place of the meeting, and the notice must instead specify the means by which the meeting is to be held (i.e. in person, virtually or by a combination).

In **Articles 33 and 34** references to voting by proxy are to be added to clarify that Members have this right, and do not have to be physically present.

In **Article 50** it is proposed to remove the requirement for a formal “minute book” and for this to be signed by Council members.

At **Article 56** it is proposed to clarify that there would not normally be an election for the appointment of the Treasurer. Should there be more than one candidate for the position, it will be for the Council to determine what procedure should be followed for their selection.

An addition is proposed to **Article 60** so that a Council member who has served three consecutive terms of office may not be re-elected until a year has passed.

As mentioned above, it is proposed that **Article 68** should clarify that Council meetings do not require physical attendance in one place.

Article 83 is to be updated to cater for sending notices to Members by email as well as by post, bearing in mind that Members overseas are likely to be interested in participating in general meetings by electronic or other means.

Article 86 can be amended to reflect the more relaxed requirements of the Companies Act 2006 and the ability of the Institute to make accounts available online.

12 Coldbath Square London EC1R 5HL 30 th April 2021	By order of the Council Sarah May Acting Chief Executive
--	--