



The British Society for Nanomedicine

CONSTITUTION

adopted on the 24 July 2012.

PART 1

1. Adoption of the constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. Name

The association's name is "The British Society for Nanomedicine".

3. Objects

The charity's objects ("the objects") are to advance the education of the public in general (and particularly amongst scientists) in England, Scotland, Wales and Northern Ireland on the subject of nanomedicine and to promote research and implementation for the public benefit in all aspects of that subject and to publish the useful results.

Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

4. Application of income and property

- (1) The income and property of the charity shall be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- (2) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is also a trustee from receiving:
 - (a) reasonable and proper remuneration when employed by the charity to coordinate its business, provided that the majority of trustees are not employed or remunerated in this way.

5. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may;

- (a) buy or receive goods or services from the charity on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the charity;
- (c) receive any other financial benefit from the charity;

In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

6. Dissolution

- (1) If the members of the Executive Group resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the the charity in accordance with this clause.
- (2) The trustees must collect in all the assets of the charity and must pay or make provision for all liabilities of the charity.
- (3) The trustees must apply any remaining property or money:
 - (a) directly for the objects;
 - (b) by transfer to any charity or charities for purposes the same as or similar to the charity
 - (c) In such other manner as the Charity Commission for England and Wales (“the Commission”) may approve in writing in advance.
- (4) The members of the Executive Group may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.

- (5) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- (6) The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

7. Amendment of constitution.

- (1) The charity may amend any provision contained in Part 1 of this constitution provided that:
 - (a) no amendment may be made that would have the effect of making the charity cease to be a charity at law;
 - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity
 - (c) no amendment may be made to clauses 4 or 5 without the written permission of the Commission;
 - (d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members of the Executive Group present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended , provided that any such amendment is made by resolution passed by a simple majority of the members of the Executive Group present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

PART 2

8. Membership

- (1) General membership is open to members of the general public, teachers and students who are approved by the trustees.
- (2) Scientific membership is open to individuals with a higher education degree in a related discipline and who are based in the United Kingdom and approved by the trustees.)
- (3) Institutional membership is open to institutions with an interest in nanomedicine and approved by the trustees.
- (4)
 - (a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.
 - (b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
 - (c) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (4)
- (4) Membership is not transferable to anyone else.
- (5) The trustees must keep a register of names and addresses of the members which must be made available to any member upon request.

9. Termination of membership

Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interest of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

- (a) in the majority opinion of the trustees the behaviour, actions or affiliations of the member are deemed to be contradictory to the aims of the Society and likely to bring the Society into disrepute;
- (b) the member has been given at least twenty-one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
- (c) the member, or at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

10. General meetings

- (1) The charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) The trustees may call a special general meeting at any time.
- (5) The trustees must call a special general meeting if requested to do so in writing by at least ten members of the Executive Group. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members of the Executive Group may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

11. Notice

- (1) The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members of the Executive Group.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members and to the trustees.

12. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - (a) three members (specifically trustees) entitled to vote upon the business to be conducted at the meeting; or
 - (b) one tenth of the Executive Group at the time,whichever is the greater.
- (3) The authorised representative of an institutional member shall be counted in the quorum.
- (4) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present,

The meeting shall be adjourned to such time and place as the trustees shall determine.

- (5) The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.

- (6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present shall constitute a quorum for that meeting.

13. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must chooses one of their number to chair the meeting.

14. Adjournments

- (1) The members of the Executive Group present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members of the Executive Group for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

15. Votes

- (1) Each member of the Executive Group shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2) A resolution in writing signed by each member of the Executive Group who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies signed by or on behalf of one or more members of the Executive Group.

16. Representatives of other bodies

- (1) Any institution that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.
- (2) The institution must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the institution at any meeting unless the notice has been received by the charity. The nominee may continue to represent the institution until written notice to the contrary is received by the charity.
- (3) Any notice given to the charity will be conclusive evidence that the nominee is entitled to represent the institution or that his or her authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the institution. .

17. Executive Group

- (1) An Executive Group shall consist of scientific members of the Society who are making an active contribution to the development and operation of the society through participation in specific task groups as identified by the trustees.
- (2) Scientific members may apply to the trustees to become members of the Executive Group.
- (3) The trustees may invite scientific members to join the executive Group in accordance with (1) above.
- (4) There shall be a maximum of 50 members of the Executive Group each holding office for no longer than three years.

18. **Officers and trustees**

- (1) The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be trustees of the charity and in this constitution are together called “the trustees”.
- (2) The charity shall have the following officers:
 - (a) a Chair,
 - (b) a Vice-Chair
 - (c) a Treasurer
 - (d) a Secretary,.
- (3) A trustee must be a member of the Executive Group..
- (4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 20.
- (5) The number of trustees shall not be less than three but (unless otherwise determined by a resolution of the charity in general meeting) shall not be subject to any maximum.
- (6) The first trustees (including officers) shall be those persons elected as trustees and officers at the meeting at which this constitution is adopted.
- (7) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

18. **Appointment of trustees**

- (1) The members of the Executive Group in general meeting shall elect the officers and the other trustees.
- (2) The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause 5(b) of this clause, they may also appoint trustees to act as officers.

- (3) Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) Trustees may serve in this capacity for a period of up to four years.
- (5) No-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the charity is given notice that:
 - (a) is signed by a member of the Executive Group entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a trustee or as an officer;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5)
 - (a) The appointment of a trustee, whether by the charity in general meeting or by the trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.
 - (b) the trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated that office.

19. Powers of Trustees

- (1) The trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
 - (a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the

trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;

- (d) to cooperate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any charitable purposes included in the objects;
 - (g) to acquire, merge or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (i) to obtain and to pay for such goods and services as are necessary for carrying out the work of the charity;
 - (j) to open and operate such bank accounts as the trustees consider necessary and to invest funds and to delegate the management of funds 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;
 - (k) to do all such lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

20. Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the charity;

- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- (4) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect) or;
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

21. Proceedings of the trustees

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any trustee may call a meeting of the trustees.
- (3) The secretary must call a meeting of the trustees if requested to do so by a trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.
- (8) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
- (9) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may only act for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the trustees.

- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Vice Chair shall chair that meeting. If the Vice Chair is unwilling to preside or is not present the trustees may appoint one of their number to chair that meeting
- (12) The person appointed to chair meetings of the trustees shall have no other functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (13) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and as effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in the like form each signed by one or more trustees.

20. Conflicts of interests and conflicts of loyalties.

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

23. Saving provisions

- (1) Saving subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of the charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- (a) who is disqualified from holding office;
- (b) who had previously retired or who had been obliged by this constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of the charity trustees if, but for sub-clause(1), the resolution would have been void, or if the charity trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

24. Delegation

- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.
- (2) The trustees may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they are delegated;
 - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed by the trustees.
- (3) The trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committee must be fully and promptly reported to the trustees.

25. Irregularities in proceedings

(1) Subject to sub-clause (2) of this clause, all acts done by a meeting of the Trustees, or a committee of trustees, shall be valid notwithstanding the participation any vote of a trustee:

(a) who is disqualified from holding office;

(b) who had previously retired or who had been obliged by this constitution to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without:

(d) the vote of that trustee; and

(e) that trustee being counted in the quorum,

the decision has been made by a majority of the trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.

(3) No resolution or act of

(a) the trustees

(b) any committee of the trustees

(c) the Executive Group in general meeting

shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or beneficiaries of the charity.

26. Minutes

The trustees must keep minutes of all:

(1) appointments of officers and trustees made by trustees;

- (2) proceedings at meetings of the charity;
- (3) meetings of the trustees and committees of trustees including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

27. Accounts, Annual Report, Annual Return

- (1) The trustees must comply with their obligations under the Charities Act 1993 with regard to:
 - (a) the keeping of accounting records for the charity;
 - (b) the preparation of annual statements of account for the charity;
 - (c) the transmission of the statements of account to the Commission;
 - (d) the preparation of an Annual Report and its transmission to the Commission;
 - (e) the preparation of an Annual Return and its transmission to the Commission.
- (2) Accounts must be prepared in accordance the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

28. Registered Particulars

The trustees must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities.

31. Notices

- (1) Any notice required by this constitution to be given to or by any person must be:

(a) in writing; or

(b) given using electronic communications.

(2) The charity may give notice to a member either:

(a) personally; or

(b) sending it by post in a prepaid envelope addressed to the member at his or her address; or

(c) by leaving it at the address of the member; or

(d) by giving it using electronic communications to the member's address.

(3) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

(4) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and the purposes for which it was called.

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

(b) Proof that a notice contained in an electronic communication was sent in accordance with the guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

(c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

32. Rules

(1) The trustees may from time to time make rules or bye-laws for the conduct of their business.

- (2) The bye-laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the charity (including the admission of institutions to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at a general meeting or meetings of the trustees in so far as such procedure is not regulated by this constitution;
 - (e) the keeping of and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of properly recording the signature that enables it to be properly authenticated.)
 - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Executive Group in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.
- (5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

33. Disputes

If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute

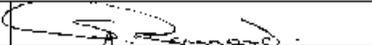
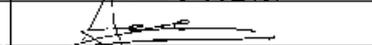
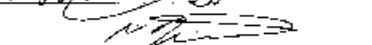
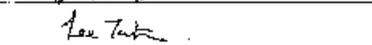
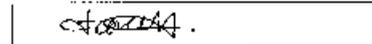
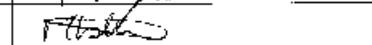
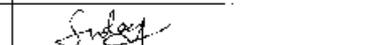
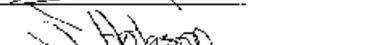
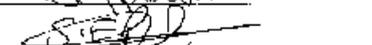
must first try in good faith to settle the dispute by mediation before resorting to litigation.

34. Interpretation

In this constitution “connected person” means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
 - (a) by the trustee or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause (4)(a), when taken together
- (5) a body corporate in which-
 - (a) the charity trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a), who, when taken together have a substantial interest.
- (6) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this clause.

Signatures of founder members

Professor Steve Rannard	
Professor Andrew Owen	
Nuala Keegan	
MARCO SICCHEDI	
NELL LIAROSI	
PAUL CURLEY	
Dr ARREN MOSS	
Lee Tatham	
Jane Ford	
Helen Coudbrech	
Hannah Hayes	
FIONA HATTON	
Sudeep PUSHPAKOM	
Peter CHAMBERN	
JAMES HOBSON	
Sam Ays	
Paul MARTINI	