

Constitution of the Genetics Society

first adopted on the 22nd March, 2002, with subsequent amendments approved by the Annual General Meetings of 30th March 2006 and 30th March 2007, and the Charity Commission.

1 Name

The name of the Association is The Genetics Society ("the Society").

2 Administration

Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 8 of this constitution ("the Committee").

3 Objects

The object of the Society shall be to promote the advancement of the science of genetics for the benefit of the public.

4 Powers

In furtherance of the objects but not otherwise the Committee may exercise the following powers:

- (i) to invite and receive contributions from any appropriate person or organisation by way of subscriptions or donations, provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) to collect subscriptions from members;
- (iii) to buy, take on lease or in exchange any property necessary for the achievement of the objects and maintain and equip it for use;
- (iv) to sell, lease or dispose of all or any part of the property of the Society, subject to any consents required by law;
- (v) to borrow money and charge all or any part of the property of the Society with repayment of the money so borrowed, subject to any consents required by law;
- (vi) to promote the study and research into genetics by means of journals and other publications;

- (vii) to hold seminars, lectures, discussions, conferences, demonstrations or meetings;
- (viii) to promote public awareness of genetics;
- (ix) to offer informed opinion on issues of public interest in relation to genetics;
- (x) to act as an consultative body for the purpose of consultation in matters of public and professional interest;
- (xi) to invest monies of the Society as it shall from time to time determine;
- (xii) to publish a newsletter that shall constitute the official record of the scientific meetings and other activities of the Society in furtherance of its objects;
- (xiii) to support, by means of grants, charitable activities that further the objects of the Society;
- (xiv) to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (xv) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (xvi) to appoint an archivist who shall store the Society's records;
- (xvii) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (xviii) to appoint and constitute such advisory committees as the Committee may think fit; and
- (xix) to do all such other lawful things as are necessary for the achievement of the objects.

5 Finances

The income and property of the Society shall be applied solely towards the purposes of the Society as set forth in this constitution and no proportion thereof shall be paid or transferred directly by way of dividend, bonus or otherwise whatsoever by way of profit to any member of the Society, provided that nothing herein after shall prevent the payment in good faith of reasonable and proper payment to any servant of the Society or the repayment of reasonable out of pocket expenses to any member, Trustee, officer or servant of the Society.

6 Membership

- (i) Membership of the Society shall be open to:
 - (a) **Ordinary members:** individuals over the age of 18 years who are interested in furthering the work of the Society and who have paid any annual subscription laid down from time to time by the Committee, with a professional interest in genetics or who are, or have at some time, been engaged in genetics research, teaching genetics, or in other ways attached to the study of genetics; ordinary members shall be entitled to one vote;
 - (b) **Student members:** individuals fulfilling the same requirements as for ordinary membership, but who are, in addition, engaged in full-time or part-time study in an institution of higher education; student members shall be entitled to one vote;
 - (c) **Life members:** individuals who were previously ordinary members of the Society who have reached the age of retirement and indicated that they wish to continue their involvement in the Society; life members shall continue to receive notices of the Society but shall not be required to pay further subscriptions; life members shall be entitled to one vote;
 - (d) **Honorary members:** any individual so nominated by the Committee; in general, these will be persons of eminence who have contributed to the advancement of genetics; they will not be required to pay a membership subscription, nor shall they be entitled to vote; and
 - (e) **Corporate members:** any body corporate or unincorporated association that is interested in furthering the Society's work and has paid an annual subscription laid down from time to time by the Committee; each corporate member shall appoint an individual to represent it and to vote on its behalf at meetings of the Society, and may appoint an alternate to replace its appointed representative at any meeting of the Society if the appointed representative is unable to attend; each corporate member shall notify the name of the representative appointed by it and of any alternate to the Honorary Secretary; if the representative or alternate resigns from or otherwise leaves the corporate member organisation, he or she shall forthwith cease to be the representative of the member organisation; the representatives of corporate members shall be entitled to attend and participate in all activities of the Society on the same basis as any individual member.
- (ii) The Committee may unanimously and for good reason terminate the membership of any individual or corporate member: provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Committee, accompanied by a friend, before a final decision is made.

7 **Honorary Officers**

- (i) At the Annual General Meeting of the Society the members shall, from year to year, elect from amongst themselves the following officers, who shall normally hold office for a period of four years, from the conclusion of the meeting at which they are first elected: President, Vice-President for Corporate Affairs, Vice-President for External Relations, Vice-President for Public Understanding of Genetics, Honorary Secretary, Honorary Treasurer, Newsletter Editor and Scientific Meetings Secretary.
- (ii) The President and Vice Presidents shall be elected in rotation in a four-year cycle to ensure continuity. The Honorary Treasurer, Honorary Secretary, Newsletter Editor and Scientific Meetings Secretary shall similarly be elected in a four-year cycle to ensure continuity.
- (iii) An individual cannot immediately be re-elected to the same post after serving four years, but his or her term of office may exceptionally be extended by up to two years. Officers may also be elected to a different post on retirement. Vice-presidents may be re-elected Vice-president for a different portfolio on retirement.
- (iv) The President Elect shall also serve one year as an observer before taking up the Presidency.
- (v) If an officer retires (or is elected to a different position) before his or her term of office is complete, the person shall be replaced by the Committee with a temporary appointee who will serve until the next Annual General Meeting, and will then be replaced by an elected officer who will serve only until such time as the term of office of the person originally elected to the post would have been completed.

8 **Committee**

- (i) The Committee shall consist of 21 members, being:
 - (a) the honorary officers specified in the preceding clause;
 - (b) twelve ordinary Committee members elected in a four-year rotation cycle at the Annual General Meeting, covering six designated areas in genetics, each represented by two members: gene structure, function and regulation; genomics; cell and developmental genetics; applied and quantitative genetics; evolutionary, ecological and population genetics; corporate genetics and biotechnology; and
 - (c) One postgraduate member, elected by the postgraduate members of the Society, who shall serve for two years.

- (ii) The proceedings of the Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (iii) Nobody shall be appointed as a member of the Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- (iv) No person shall be entitled to act as a member of the Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Committee a declaration of acceptance and of willingness to act in the trusts of the Society.
- (v) The Committee may, in addition, appoint not more than 4 co-opted members. Each appointment of a co-opted member shall be made at a regular or special meeting of the Committee called under clause 11 and shall take effect from the end of that meeting, unless the appointment is to fill a place which has not then been vacated, in which case the appointment shall run from the date when the post becomes vacant.

9 Determination of Membership of Committee

A member of the Committee shall cease to hold office if he or she:

- (i) is disqualified from acting as a member of the Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (iii) is absent without the permission of the Committee from all their meetings held within a period of thirteen months and the Committee resolve that his or her office be vacated; or
- (iv) notifies to the Committee a wish to resign (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect).

10 Committee Members not to be personally interested

No member of the Committee shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society) or receive remuneration or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.

11 Meetings and proceedings of the Committee

- (i) The Committee shall hold at least two ordinary meetings each year, normally timed to coincide with scientific meetings of the Society. A special meeting may be called at any time by the President or by any two members of the Committee upon not less than 4 days' notice being given to the other members of the Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (ii) The President shall act as chairman at meetings of the Committee. If the President is absent from any meeting, the members of the Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (iii) There shall be a quorum when at least one third of the number of members of the Committee for the time being or six members of the Committee, whichever is the greater, are present at a meeting.
- (iv) Every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (v) The Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Committee and any sub-committee.
- (vi) The Committee may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society. Provided that no rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the constitution governing the Society.
- (vii) The Committee may invite any appropriate person to attend any of its meetings from time to time as a non-voting contributor or observer.
- (viii) The Committee may appoint one or more sub-committees consisting of three or more of its members for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Committee.

12 Receipts and expenditure

- (i) The funds of the Society, including all donations contributions and bequests, shall be paid into an account operated by the Committee in the name of the Society at such bank as the Committee shall from time to time decide. All cheques drawn on the account must be signed by two persons: one signatory shall be the Honorary Treasurer or a member of the Committee acting with the

authorization of the Honorary Treasurer; the other signatory may be either another member of the Committee or a paid employee of the Society.

- (ii) The funds belonging to the Society shall be applied only in furthering the objects.

13 Property

- (i) Subject to the provisions of sub-clause (ii) of this clause, the Committee shall cause the title to:

- (a) all land held by or in trust for the Society which is not vested in the Official Custodian for Charities; and

- (b) all investments held by or on behalf of the Society;

to be vested in not less than three individuals appointed by them as holding trustees. Retired Presidents of the Society, plus any other persons appointed by the Committee, shall normally be appointed as holding trustees, but shall only serve only up until their 70th birthday. Holding trustees may be removed by the Committee at their pleasure and shall act in accordance with the lawful directions of the Committee. Provided they act only in accordance with the lawful directions of the Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- (ii) The Committee may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

14 Accounts

The Committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (i) the keeping of accounting records for the Society;
- (ii) the preparation of annual statements of account for the Society;
- (iii) the auditing or independent examination of the statements of account of the Society; and
- (iv) the transmission of the statements of account of the Society to the Commissioners.

15 Annual Report

The Committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

16 Annual Return

The Committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

17 Annual General Meeting

- (i) There shall be an Annual General Meeting of the Society which shall be held in the month of March or April in each year or as soon as practicable thereafter.
- (ii) Every Annual General Meeting shall be called by the Committee. The Honorary Secretary shall give at least 28 days' notice of the Annual General Meeting to all the members of the Society, via such media as the Society's website or newsletter or, where necessary, by direct mail. All the members of the Society shall be entitled to attend the meeting and those entitled to vote may do so. Alternatively, members not voting in person who are entitled to vote may vote in advance by mail or email, following procedures and deadlines given by the Honorary Secretary. Members voting in advance by this mechanism shall be deemed to attend the meeting and contribute to the quorum. Whether voting in person at the meeting or in advance, no member may record more than one vote on each motion.
- (iii) Members wishing to have matters included on the agenda shall inform the Honorary Secretary in writing at least 14 days prior to the meeting.
- (iv) The President shall be the chairman of the Annual General Meeting, but if he or she is not present the persons present shall appoint a chairman of the meeting before any other business is transacted.
- (v) The Committee shall present to each Annual General Meeting the report and accounts of the Society for the preceding year.
- (vi) Nominations for election to the Committee must be made by members of the Society in writing and must be in the hands of the Honorary Secretary at least 14 days before the Annual General Meeting. In order that all vacancies are filled, the Committee shall normally nominate persons for election as honorary officers or ordinary members of the Committee. Should more than one nomination be received for any vacancy, election shall be by ballot.

18 Special General Meetings

The Committee may call a special general meeting of the Society at any time. If at least 40 members request such a meeting in writing, stating the business to be considered, the Honorary Secretary shall call such a meeting. At least 28 days' notice must be given. The notice must state the business to be discussed.

19 Procedure at General Meetings

- (i) The Honorary Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every General Meeting of the Society.
- (ii) At a General Meeting there shall be a quorum when at least 40 members of the Society having voting rights are either present in person or have contributed votes via email in accordance with clause 17(ii), including at least four members of the Committee.
- (iii) Every matter shall be determined by a majority of votes of the members voting, but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.

20 Notices

Any notice required to be served on any member of the Society shall be in writing and shall be served by the Honorary Secretary or the Committee on any member either personally, electronically, such as by electronic mail to a personal address known to be in regular use by the member in question, or by sending it through the post in a prepaid letter addressed to such member at his or her last known address. Any communication so sent shall be deemed to have been received within 10 days of posting.

21 Alterations to the Constitution

- (i) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by a majority of not less than two-thirds of those voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (ii) No amendment may be made to clauses 1, 3, 10, 22 or this clause (21) without the prior consent in writing of the Charity Commissioners.
- (iii) No amendment may be made which would have the effect of making the Society cease to be a charity at law.

- (iv) The Committee should promptly send to the Charity Commissioners a copy of any amendment made under this clause, and should abide by any ruling issued by the Commissioners in regard to its legality or appropriateness.

22 Dissolution

If the Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, of which not less than 21 days' notice shall be given, stating the terms of the resolution to be proposed. If the resolution is passed by not less than a two-thirds majority of those present and voting the Committee shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the members of the Society may determine or, failing that, shall be applied for some other charitable purpose. A copy of the statement of accounts for the final accounting period of the Society must be sent to the Charity Commissioners.

Throughout this Constitution a 'charitable purpose' is a purpose that is regarded as charitable both in the law of England and Wales and in the law of Scotland, and the term 'charitable' is to be interpreted in accordance with the law of England and Wales and the law of Scotland.

This constitution was adopted in replacement of the governing document of the Genetics Society previously in force, by resolution of a General Meeting of the Genetics Society, and witnessed by the duly elected officers whose signatures appear at the bottom of this document.

Signed

Brian Charlesworth
President

John Armour
Honorary Secretary

Justin Goodrich
Honorary Treasurer