

Company number: 12353131

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
of
Commonwealth Chemistry
(the "Federation")**

(adopted by written resolution passed on 20 October 2020)

**ARTICLES OF ASSOCIATION
COMMONWEALTH CHEMISTRY**

INDEX

CLAUSE	PAGE
INTRODUCTION	3
1 NAME AND STATUS	3
2 DISAPPLICATION OF MODEL ARTICLES	3
3 OBJECTS	3
4 POWERS	4
5 LIMITATION ON PRIVATE BENEFITS	5
6 LIABILITY OF THE MEMBERSHIP	5
7 INDEMNITY	5
8 EXECUTIVE BOARD'S GENERAL AUTHORITY	5
9 MEMBERS' RESERVE POWER	6
10 NUMBER OF EXECUTIVE BOARD	7
11 APPOINTMENT AND RETIREMENT OF THE EXECUTIVE BOARD	7
12 DISQUALIFICATION AND REMOVAL OF EXECUTIVE BOARD	7
13 EXECUTIVE BOARD MAY DELEGATE	8
14 CALLING AN EXECUTIVE BOARD MEETING	9
15 PARTICIPATION IN EXECUTIVE BOARD MEETINGS	10
16 QUORUM FOR EXECUTIVE BOARD MEETINGS	10
17 CHAIRING OF EXECUTIVE BOARD MEETINGS	10
18 EXECUTIVE BOARD VOTING	11
19 CONFLICTS OF INTEREST AND LOYALTY	11
22 THE GENERAL ASSEMBLY	16
23 ANNUAL GENERAL MEETING	16
24 SPECIAL GENERAL MEETINGS	16
25 LENGTH OF NOTICE	17
26 QUORUM FOR GENERAL ASSEMBLY MEETINGS	17
27 CHAIRING GENERAL MEETINGS	17
28 VOTING: GENERAL	18
29 VOTES	18
30 ERRORS AND DISPUTES	19
31 POLL VOTES	19
32 PROCEDURE ON A POLL	20
33 PROXIES	20
34 DELIVERY OF PROXY NOTICES	21
35 AMENDMENTS TO RESOLUTIONS	22
36 WRITTEN RESOLUTIONS	23
37 COMMUNICATIONS BY THE FEDERATION	23
38 MINUTES	24
39 RECORDS AND ACCOUNTS	25
40 WINDING UP	25
SCHEDULE	26

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association of Commonwealth Chemistry

INTRODUCTION

1 NAME AND STATUS

1.1 The name of the company regulated by these Articles is “Commonwealth Chemistry”, and in these Articles it is called the “Federation”.

1.2 The Federation is registered under the Companies Act as a company limited by guarantee in England and Wales.

2 DISAPPLICATION OF MODEL ARTICLES

The Articles alone shall constitute the regulations of the Federation. The regulations contained in The Model Articles for Private Companies Limited by Guarantee (contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Federation.

OBJECTS AND POWERS

3 OBJECTS

3.1 The objects of the Federation are to:

3.1.1 be an effective and inclusive voice for practitioners of the chemical sciences in the Commonwealth and to speak out as a single cohesive group for collective benefit;

3.1.2 support all practitioners of the chemical sciences in the Commonwealth, and encourage and facilitate the sharing of best practice;

3.1.3 drive innovation and promote excellence in the chemical sciences in the Commonwealth, including in education and practice, and support translational research to elevate the relevance of chemical sciences to society, influencing key decision makers and creating wider economic and societal benefits; and

3.1.4 foster scientific collaborations and promote and enable researcher mobility and access to research infrastructure across the Commonwealth.

4 POWERS

4.1 To further its Objects the Federation may:

- 4.1.1 develop policies to advance priority areas of work including those covered by the United Nations Sustainable Development Goals or 'Global Goals', as ratified and adopted by the member nations of the United Nations in 2015 (and any subsequent, UN adopted, goals relating to sustainable development which replace them, post-2030);
- 4.1.2 recognise and reward success in the practice of the chemical sciences;
- 4.1.3 create new channels of communication and mechanisms for support and collaboration to facilitate the sharing of best practice and research and innovation in the chemical sciences;
- 4.1.4 share resources to enhance the teaching and learning of the chemical sciences;
- 4.1.5 support the creation of chemical sciences societies for Commonwealth nations or regions where there is interest to do so;
- 4.1.6 organise and assist in the organisation of conferences, events and meetings;
- 4.1.7 acquire and use money, premises, equipment and any other property;
- 4.1.8 employ staff (making appropriate provision for pensions) and engage independent contractors and advisers;
- 4.1.9 raise funds by any means and trade as a means of carrying out its objects;
- 4.1.10 establish and participate in subsidiary companies;
- 4.1.11 establish and participate in other organisations and trusts, including making charitable donations;
- 4.1.12 undergo any full or part merger and receive or transfer assets and liabilities for such purpose;
- 4.1.13 use banking facilities, borrow, lend and give or receive security, guarantees and credit (in each case subject to applicable law);
- 4.1.14 invest any funds not immediately required in any investment, security or property and delegate investment management;

- 4.1.15 provide indemnity insurance for members of the Executive Board; and
- 4.1.16 do anything else which may contribute to, or which is incidental, or conducive, to the furtherance of the Federation's Objects.

LIMITATION ON PRIVATE BENEFITS

5 LIMITATION ON PRIVATE BENEFITS

- 5.1 The income and property of the Federation shall be applied towards the promotion of its Objects.
- 5.2 Dividends (or returns of capital) to Society Members shall be prohibited.

LIMITATION OF LIABILITY AND INDEMNITY

6 LIABILITY OF THE MEMBERSHIP

- 6.1 The liability of each Member is limited to £1 (sterling), being the amount that each Member undertakes to contribute to the assets of the Federation in the event of it being wound up if it is a Member or within one year after it ceases to be an Member, for:
 - 6.1.1 payment of the Federation's debts and liabilities contracted before it ceases to be an Member;
 - 6.1.2 payment of the costs, charges and expenses of winding up; and
 - 6.1.3 adjustment of the rights of the contributories among themselves.

7 INDEMNITY

Without prejudice to any indemnity to which a Director of the Federation may otherwise be entitled, every Director shall be indemnified out of the assets of the Federation in relation to any liability incurred by the Director in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Federation may be indemnified out of the assets of the Federation in relation to any liability incurred by the officer in that capacity, but only to the extent permitted by the Companies Acts.

EXECUTIVE BOARD

8 EXECUTIVE BOARD'S GENERAL AUTHORITY

- 8.1 Subject to the Articles, the Executive Board is responsible for the management of the Federation's business, for which purpose it may exercise all the powers of

the Federation. In particular, and noting the Executive Board's power to delegate, the Executive Board shall:

- 8.1.1 be responsible for the financial affairs of the Federation and, subject to any restrictions imposed at the General Assembly, approve expenditure on behalf of the Federation;
- 8.1.2 appoint such committees and commissions on such terms as it may determine and report to each General Assembly on the work of such committees and commissions;
- 8.1.3 report regularly to the General Assembly on the activities of the Executive Board;
- 8.1.4 adopt, amend or repeal Rules from time to time consistent with the Articles and Companies Act to govern proceedings at the General Assembly, meetings of the Executive Board and regulate the conduct of the Federation in relation to the Members;
- 8.1.5 appoint such staff as required and define their duties;
- 8.1.6 appoint or retain advisers as may be necessary from time to time on such terms as may be appropriate;
- 8.1.7 do all such things and incur such expense as it may consider necessary from time to time for the proper conduct of the activities of the Federation;
- 8.1.8 prepare and submit to the General Assembly the annually audited financial statements outlining the revenues and expenditure, assets and liabilities of the Federation; and
- 8.1.9 establish and amend as appropriate a strategic plan for the Federation and present this to the General Assembly.

9 MEMBERS' RESERVE POWER

- 9.1 The Members at a General Assembly may, by Special Resolution, direct the Executive Board to take, or refrain from taking, specified action.
- 9.2 No such Special Resolution invalidates anything which the Executive Board has done before the passing of the Special Resolution.

10 NUMBER OF EXECUTIVE BOARD

The minimum number of Directors appointed to the Executive Board shall be seven and the maximum number shall be fourteen.

11 APPOINTMENT AND RETIREMENT OF THE EXECUTIVE BOARD.

11.1 The person named as director in the application to Companies House to incorporate the Federation as a company is the first Director. Subsequent Directors are to be appointed in accordance with this Article 11.

11.2 Subject to Article 11.3 and in accordance with the Rules, the Directors on the Executive Board shall be appointed:

11.2.1 by election of the Members at a General Assembly, in elections held in accordance with the Rules; or

11.2.2 by appointment of the Executive Board.

provided that the total number of Directors does not exceed the maximum specified in Article 10.

11.3 No one shall be appointed as a Director if that prospective Director:

11.3.1 is under 16 years of age;

11.3.2 would be disqualified from office under the provisions of Article 12; or

11.3.3 has not indicated in Writing to the Federation that the prospective Director is willing to be appointed.

11.4 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting of the Executive Board.

12 DISQUALIFICATION AND REMOVAL OF EXECUTIVE BOARD

12.1 A Director of the Executive Board shall cease to hold office if that Director:

12.1.1 ceases to be a director by virtue of any provision of the Companies Act, or is otherwise prohibited from being a director by law;

12.1.2 dies;

12.1.3 is unable to act for reasons of ill health or for any other reason for a period

exceeding 6 months and the Executive Board resolve that the Director should cease to hold office;

12.1.4 is absent without notice from three consecutive Executive Board meetings and is removed from office by a majority decision of the other Directors;

12.1.5 is removed by the Members at a General Assembly under the Companies Act;

12.1.6 is guilty of conduct which jeopardises the Federation's ability to promote the Objects, is in contravention of any of the Federation's codes of conduct in force from time to time, or otherwise risks undermining the goodwill or reputation of the Federation or causing it harm, and the remaining Directors resolve by majority that the Director should be removed, save that the Director in question shall be given reasonable opportunity to make representations (in person or in Writing, at the discretion of the remaining Directors) in defence; or

12.1.7 notifies the Executive Board in writing that the Director wishes to resign (but only if there are sufficient remaining Directors for any meeting of the Executive Board to be quorate).

13 EXECUTIVE BOARD MAY DELEGATE

13.1 The Executive Board may delegate the day to day management of the Federation to any other person, as they see fit (subject to any conditions the Executive Board may impose).

13.2 In addition to their statutory powers, the Executive Board may delegate any of their powers or functions to:

13.2.1 any person who is employed or engaged by the Executive Board in connection with the operations and management of the Federation including the Secretariat, on such terms as the Executive Board see fit and subject to the proper oversight of the Directors; and

13.2.2 any committee, subject to the provisions of Articles 13.3 and 13.4 below.

13.3 The Executive Board shall have power to delegate any of their functions to committees, provided that:

13.3.1 each committee is chaired by a person appointed to the role by the Executive Board or elected by the Members, in either case in accordance with the Rules,

and a meeting of the committee will not be quorate unless that person (or another person deputised to take his or her place) is present;

- 13.3.2 all proceedings and decisions of such committees must be reported promptly to the Executive Board;
- 13.3.3 no expenditure may be incurred or committed by such a committee on behalf of the Federation except in accordance with a budget or expenditure limits previously agreed by the Executive Board;
- 13.3.4 such committee may co-opt additional members to the committee, provided that the names of any co-opted members are authorised by the Executive Board at their next meeting; and
- 13.3.5 any representatives appointed to any such committee may be delegated such powers as the Executive Board see fit in order to carry out the Executive Board's duties, whether by contract, power of attorney or otherwise.
- 13.4 Subject to any such conditions, the proceedings of a committee shall be governed by the Articles regulating the proceedings of the Executive Board (including in relation to conflicts of interest), in so far as they are capable of applying.

14 CALLING AN EXECUTIVE BOARD MEETING

- 14.1 In consultation with the Executive Board, the President may decide how and when the Executive Board shall meet, and the Executive Board shall meet at least three times in each calendar year, with at least one of these meetings to be held in person at such place as may be fixed from time to time by the President, unless this is impracticable in any calendar year by reason of exceptional circumstances.
- 14.2 An Executive Board meeting must be called by at least fourteen Clear Days' notice unless either:
 - 14.2.1 all the Executive Board agree; or
 - 14.2.2 urgent circumstances require shorter notice.
- 14.3 Notice of Executive Board meetings must be given to each Director.
- 14.4 Every notice calling an Executive Board meeting must specify:

- 14.4.1 the location (if the meeting is to be held in person), day and time of the meeting;
 - 14.4.2 the general nature of the business to be considered at such meeting; and
 - 14.4.3 if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 14.5 Notice of Executive Board meetings must be in Writing and may be sent by Electronic Means to an Address provided by a Director for the purpose.

15 PARTICIPATION IN EXECUTIVE BOARD MEETINGS

- 15.1 Subject to the Articles, Directors participate in an Executive Board meeting, or part of an Executive Board meeting, when:
- 15.1.1 the meeting has been called and takes place in accordance with the Articles; and
 - 15.1.2 the Directors can each communicate (for example via telephone or video conferencing) to the others any information or opinions they have on any particular item of the business of the meeting.
- 15.2 In determining whether Directors are participating in an Executive Board meeting, it is irrelevant where any member of the Executive Board is or how they communicate with each other.
- 15.3 If all the Executive Board members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of the Executive Board members are.

16 QUORUM FOR EXECUTIVE BOARD MEETINGS

- 16.1 At an Executive Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 16.2 The quorum for Executive Board meetings is half the number of Directors currently in office, rounded up if necessary, plus one.

17 CHAIRING OF EXECUTIVE BOARD MEETINGS

The Executive Board may appoint a chair from among their number present at an Executive Board meeting, and the Executive Board shall be entitled to renew any such appointment, or make a different appointment, at their discretion.

18 EXECUTIVE BOARD VOTING

- 18.1 Any issue may be determined by a simple majority of the votes cast at a meeting, but a resolution in Writing agreed by a majority of the Directors (excluding from the total any Director who is not eligible and has not been authorised to vote on the matter by reason of a conflict of interest) is as valid as a resolution passed at a meeting, provided the number of votes cast (whether for or against the resolution) is at least equivalent to the quorum for an Executive Board meeting and that the resolution has been notified to all Directors eligible to vote on it. For this purpose the resolution may be contained in more than one document.
- 18.2 Each Director of the Executive Board shall have one vote.
- 18.3 If the numbers of votes for and against a proposal at an Executive Board meeting are equal, the chair of the meeting shall have a casting vote in addition to any other vote that the chair may have.
- 18.4 Article 18.3 does not apply and the chair will not have a casting vote if, in accordance with the Articles, the chair is not voting on the matter due to a conflict of interest.
- 18.5 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.
- 18.6 If the number of Directors is less than the minimum number specified in Article 10, the continuing Directors may act only for the purpose of filling vacancies or of calling a General Assembly.
- 18.7 The Directors may invite any other person to attend an Executive Board meeting as an observer or adviser, provided that the observer or adviser shall take no part in any vote or decision taken by the Directors.
- 18.8 Where a Director is unable to attend an Executive Board meeting, that Director may appoint a proxy to cast their vote by informing the Secretariat in writing prior to the meeting. Proxies may not participate in voting by electronic means.

19 CONFLICTS OF INTEREST AND LOYALTY

- 19.1 The property and funds of the Federation must be used only for promoting the Objects and do not belong to the Executive Board or Members.

- 19.2 The Executive Board may, in accordance with the requirements set out in this Article, authorise any Conflict proposed to them by any Director which would, if not authorised, involve a Director (an “Interested Director”) breaching his or her duty to avoid conflicts of interest under section 175 of the Companies Act.
- 19.3 Alternatively, any Conflict may be authorised by a Special Resolution of the Members at a General Assembly.
- 19.4 Any authorisation by the Executive Board under this Article 19 shall be effective only if:
- 19.4.1 to the extent permitted by the Companies Act, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Executive Board under the provisions of these Articles or in such other manner as the Executive Board may determine;
- 19.4.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
- 19.4.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director’s vote had not been counted.
- 19.5 Any authorisation of a Conflict under this Article 19 may (whether at the time of giving the authorisation or subsequently):
- 19.5.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
- 19.5.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Executive Board or otherwise) related to the Conflict;
- 19.5.3 provide that the Interested Director shall or shall not be eligible to vote in respect of any future decision of the Executive Board in relation to any resolution related to the Conflict;
- 19.5.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Executive Board thinks fit;
- 19.5.5 provide that, where the Interested Director obtains, or has obtained (through the Interested Director’s involvement in the Conflict and otherwise than through the

Interested Director's position as a Director of the Federation) information that is confidential to a third party, the Interested Director shall not be obliged to disclose that information to the Federation, or to use it in relation to the Federation's affairs where to do so would amount to a breach of that confidence; and

- 19.5.6 permit the Interested Director to self-absent from the discussion of matters relating to the Conflict at any meeting of the Executive Board and be excused from reviewing papers prepared by, or for, the Executive Board to the extent they relate to such matters.
- 19.6 Where the Executive Board or Members authorise a Conflict, the Interested Director shall be obliged to act in accordance with any terms and conditions imposed by the Executive Board or Members in relation to the Conflict.
- 19.7 The Executive Board, or Members at a General Assembly, as the case may be, may revoke or vary an authorisation they have given at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 19.8 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Federation for any remuneration, profit or other benefit which the Director derives from or in connection with a relationship involving a Conflict which has been authorised by the Executive Board in accordance with these Articles or by the Members at a General Assembly (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

20 BECOMING A MEMBER

- 20.1 The first Member of the Federation shall be the Member that is the subscriber to the Memorandum of Association of the Federation.
- 20.2 Thereafter the Members shall include such other persons as are admitted to company law membership of the Federation as Members in accordance with the Rules.

Associate Members

20.3 Associate Membership shall be open to chemical sciences communities in Commonwealth countries without a national chemical sciences society. Such a community may be admitted as a Member (“an Associate Member”) through the person of a nominated representative from time to time. Every such Associate Member must notify the Federation in writing of the name of its nominated representative and may replace such nominated representative at any time by giving notice to the Federation. The membership rights may only be exercised through a nominated representative notified to the Federation in accordance with this Article. A member of the Executive Board may not act as a nominated representative of an Associate Member in the General Assembly. The Executive Board shall have absolute discretion to determine whether a chemical sciences community is eligible for Associate Membership and whether to recognise a nominated representative as such.

Society Members

20.4 Society Membership is open to national chemical societies of a Commonwealth country and regional associations representing a territory of the Commonwealth. Such a society or association admitted to membership (“a Society Member”) may by resolution of its directors or other governing body authorise a person to act as its authorised representative at any meeting of the Federation. Evidence of the appointment of the authorised representative must be provided in such form as the Executive Board may reasonably require. The membership rights may only be exercised through an authorised representative notified to the Federation in accordance with this Article. A member of the Executive Board may not act as an authorised representative of a Society Member in the General Assembly.

21 TERMINATION AND SUSPENSION OF MEMBERSHIP

21.1 Subject to Article 20.3, membership of the Federation is not transferable.

21.2 Membership of the Federation shall cease:

21.2.1 if the individual nominated representative of an Associate Member appointed under Article 20.3 dies (in which case the Associate Member shall appoint another nominated representative and, for the avoidance of doubt, the Associate Member’s membership of the Federation shall be deemed to be continuous);

- 21.2.2 in the case of a nominated representative of an Associate Member appointed under Article 20.3, if their nominating Associate Member ceases to exist;
- 21.2.3 in the case of a Society Member, if it goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up or an equivalent action is taken in the relevant jurisdiction;
- 21.2.4 on the expiry of at least seven Clear Days' notice given by the Member to the Federation of their intention to withdraw;
- 21.2.5 if a Special Resolution is passed at a General Assembly resolving that the Member be expelled on the ground that their continued membership is harmful to or is likely to become harmful to the interests of the Federation. Such a Special Resolution may not be passed unless:
 - 21.2.5.1 the Executive Board resolve by a 75% majority of those participating in the decision and entitled to vote that the Member should be expelled; and
 - 21.2.5.2 before the General Assembly meeting where the Special Resolution is to be presented, the Member has been given at least 40 Clear Days' notice that the Resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard (in person or in Writing, at the discretion of the Executive Board) by the General Assembly;
- 21.2.6 if the geographical area for which the Member is the official body ceases to be part of the Commonwealth (as defined in these Articles).
- 21.3 A Member may be suspended by the Executive Board for either of the following reasons:
 - 21.3.1 not fulfilling the conditions for a Member to be a member of the Federation, as specified in these Articles and/or in the Rules; or
 - 21.3.2 not complying with the obligations of a Member as set out in the Rules, provided that membership of the Federation as a Member may only be suspended by the Executive Board for one year or until the next General Assembly, whichever is the longer and thereafter any further suspension must be approved by Ordinary

Resolution of the General Assembly or the Member expelled in accordance with Article 21.2.5.

- 21.4 Before a Member is suspended in accordance with Article 21.3, the Member shall have the right to be heard either in person or in Writing by the Executive Board.
- 21.5 The Executive Board shall inform the General Assembly of all suspensions in progress.
- 21.6 A Member under suspension loses all rights and privileges of membership of the Federation. In particular, a Member shall not be entitled to be heard, except with respect to their suspension, or vote at meetings of Members and/or participate in the activities of the Federation.

ORGANISATION OF GENERAL ASSEMBLY MEETINGS

22 THE GENERAL ASSEMBLY

- 22.1 The Members shall collectively be known as the General Assembly when they are engaged in the Federation's activities.
- 22.2 The General Assembly shall take all necessary steps to ensure that the Federation and all Members abide by the Federation's Constitutional Documents.

23 ANNUAL GENERAL MEETING

- 23.1 The Federation must hold an Annual General Meeting within 24 months of incorporation and afterwards once in every calendar year and not more than 18 months shall pass between one Annual General Meeting and the next. It shall be held at such time and place as the Executive Board thinks fit.

24 SPECIAL GENERAL MEETINGS

- 24.1 A Special General Meeting may be convened by the Executive Board:
- 24.1.1 of its own initiative; or
- 24.1.2 if required to do so by a petition signed by or on behalf of more than one third of Society Members that is notified to the Executive Board in accordance with the provisions of Article 37.
- 24.2 A Special General Meeting shall be convened by the Secretariat no later than 90

Clear Days' after valid notice of a request made in accordance with Article 24.1.

25 LENGTH OF NOTICE

25.1 All General Assembly meetings must be called by either:

25.1.1 at least 90 Clear Days' notice; or

25.1.2 shorter notice provided it is so agreed by a majority in number of the Society Members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Members.

26 QUORUM FOR GENERAL ASSEMBLY MEETINGS

26.1 No business (other than the appointment of the chair of the meeting) may be transacted at a General Assembly meeting unless a quorum is present.

26.2 The quorum for a meeting of the General Assembly shall consist of more than half of the Society Members present in person through the Society Members authorised representatives.

26.3 If a quorum is not present within two hours from the time appointed for the meeting:

26.3.1 the chair of the meeting may adjourn the meeting to such day, time and place (within fourteen days of the original meeting) as the chair thinks fit; and

26.3.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 30 days of the original meeting), time and place as the Executive Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

27 CHAIRING GENERAL MEETINGS

27.1 The President or in the President's absence the President-Elect shall preside as chair of every General Meeting.

27.2 If neither the President nor President-Elect is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the Executive Board shall choose one of the authorised representatives

of the Society Members present in person to be chair of the meeting.

VOTING AT GENERAL MEETINGS

28 VOTING: GENERAL

28.1 Each Society Member shall be entitled to vote, unless it has been suspended from voting in accordance with the Federation Constitutional Documents. Associate Members shall not have voting rights, but shall be entitled to speak and ask questions through the Associate Member's nominated representatives, subject to the arrangements for each General Meeting decided by the Executive Board.

28.2 A Resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

28.3 On a vote on a Resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the General Meeting that the Resolution:

28.3.1 has or has not been passed; or

28.3.2 has been passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the Resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 38 is also conclusive evidence of that fact without such proof.

29 VOTES

Votes on a show of hands

29.1 On a vote on a Resolution which is carried out by a show of hands, the following persons may have one vote each:

29.1.1 each authorised representative of a Society Member (or Society Members, where there is more than one Society Member in a Commonwealth country) present in person, appointed in accordance with the Rules; and

29.1.2 (subject to Article 33.2) each proxy present who has been duly appointed by the authorised representative of a Society Member entitled to vote on the Resolution.

Votes on a poll

- 29.2 On a vote on a Resolution which is carried out by a poll, the following persons shall be entitled to vote:
- 29.2.1 every authorised representative of a Society Member (or Society Members, where there is more than one Society Member in a Commonwealth country) present in person and appointed in accordance with the Rules; and
- 29.2.2 (subject to Article 33.2) each proxy present who has been duly appointed by the authorised representative of a Society Member (or Society Members, where there is more than one Society Member in a Commonwealth country) entitled to vote on the Resolution.

General

- 29.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote the chair may have.

30 ERRORS AND DISPUTES

- 30.1 No objection may be raised to the qualification of any person voting at a General Assembly meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 30.2 Any such objection must be referred to the chair of the meeting whose decision is final.

31 POLL VOTES

- 31.1 A poll on an Ordinary or Special Resolution may be demanded:
- 31.1.1 in advance of the General Meeting where it is to be put to the vote; or
- 31.1.2 at a General Meeting, either before a show of hands on that Resolution or immediately after the result of a show of hands on that Resolution is declared.
- 31.2 A poll may be demanded by:
- 31.2.1 the chair of the meeting;
- 31.2.2 any two or more members of the Executive Board; or

31.2.3 more than five persons present and having the right to vote on the Resolution.

31.3 A demand for a poll may be withdrawn by the requesting party or parties if:

31.3.1 the poll has not yet been taken; and

31.3.2 the chair of the meeting consents to the withdrawal.

32 PROCEDURE ON A POLL

32.1 Subject to the Articles, polls at General Meetings must be taken when, where and in such manner as the chair of the meeting directs.

32.2 If a poll is demanded the meeting may continue to deal with any other business which may otherwise be conducted at the meeting.

Results

32.3 The chair of the meeting shall appoint scrutineers for any poll (who need not be a person entitled to vote at the meeting) and decide how and when the result of the poll is to be declared.

32.4 The result of a poll shall be the decision of the meeting in respect of the Resolution on which the poll was demanded.

33 PROXIES

Power to appoint

33.1 The authorised representative of a Society Member or the Society Member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and speak and vote at a meeting of the Federation. A proxy must vote in accordance with any instructions given by the authorised representative or Society Member by whom the proxy is appointed.

Manner of appointment

33.2 Proxies may only be validly appointed by a notice in Writing (a "Proxy Notice") which:

33.2.1 states the name and address of the authorised representative of a Society Member or the Society Member appointing the proxy;

- 33.2.2 identifies the person appointed to be the proxy and the General Meeting in relation to which that person is appointed;
- 33.2.3 is signed by or on behalf of the authorised representative of a Society Member or the Society Member appointing the proxy, or is authenticated in such manner as the Executive Board may determine; and
- 33.2.4 is delivered to the Federation in accordance with the Articles and any instructions contained in the notice of General Meeting to which they relate.
- 33.3 A proxy for a nominated representative for an Associate Member may be appointed by the nominated representative or the Associate Member which the proxy represents.
- 33.4 The Federation may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 33.5 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more Resolutions.
- 33.6 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 33.6.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural Resolutions put to the meeting; and
- 33.6.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

34 DELIVERY OF PROXY NOTICES

- 34.1 The Proxy Notification Address in relation to any General Meeting is:
- 34.1.1 the registered office of the Federation; or
- 34.1.2 the electronic Address given by the Federation; or
- 34.1.3 any other Address or Addresses specified by the Federation as an Address at which the Federation or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form.

Attendance of Members

- 34.2 An authorised representative of a Society Member or a nominated representative of an Associate Member who is entitled to attend, speak and/or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Federation by or on behalf of that person (or the Member which they represent). If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

- 34.3 A Proxy Notice must be received at a Proxy Notification Address not less than 30 days before the General Meeting or adjourned meeting to which it relates.

Revocation

- 34.4 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- 34.5 A notice revoking the appointment of a proxy only takes effect if it is received before the start of the meeting or adjourned meeting to which it relates.

35 AMENDMENTS TO RESOLUTIONS

Amendments to Ordinary Resolutions

- 35.1 An Ordinary Resolution to be proposed at a General Meeting may be amended by Ordinary Resolution as follows:
- 35.1.1 in the case of an amendment to correct a grammatical or other non-substantive error if a proposal is made before or during the General Meeting; or
- 35.1.2 in the case of any other amendment, the proposal must be given to the Federation in Writing by a person entitled to vote at the General Meeting and must be received not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the General Meeting is to take place (or such later time as the chair of the meeting decides). Any such amendment may be rejected by the chair of the meeting if in the chair's reasonable opinion it materially alters the

scope of the Ordinary Resolution.

Amendments to Special Resolutions

- 35.2 A Special Resolution to be proposed at a General Meeting may be amended by Ordinary Resolution, if:
- 35.2.1 the chair of the meeting proposes the amendment at the General Meeting at which the Special Resolution is to be proposed; and
- 35.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the Special Resolution.

WRITTEN RESOLUTIONS

36 WRITTEN RESOLUTIONS

Society Members may pass written Resolutions in accordance with the Companies Act, applying the weighting of votes specified in the Rules (or, if there are no Rules or the Rules do not specify as such, weighting each vote equally). For the avoidance of doubt, Associate Members shall not be entitled to vote on written Resolutions and shall not be counted as members of the Federation for the purposes of the Companies Act rules on written resolutions.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

37 COMMUNICATIONS BY THE FEDERATION

- 37.1 All notices (except notices of meetings given to the Executive Board) shall be in Writing.
- 37.2 Notices and other documents to be served on Members or Directors under the Articles or the Companies Acts may be served:
- 37.2.1 By hand;
- 37.2.2 By courier; or
- 37.2.3 By suitable Electronic Means; or through publication in the Federation's newsletter or on the Federation's website, provided the Federation has complied with the requirements of the Companies Acts in relation to the service of such notices.
- 37.3 The only address at which a Member is entitled to receive notices sent by

courier is an address shown in the register of Members.

37.4 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

37.4.1 24 hours after being sent by Electronic Means, posted on the Federation's website or delivered by hand to the relevant address;

37.4.2 14 Clear Days after being sent by courier to that address;

37.4.3 immediately on being handed to the recipient personally; or, if earlier,

37.4.4 as soon as the recipient acknowledges actual receipt.

37.5 A technical defect in service of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.

37.6 Subject to any requirement of the Companies Act, documents and notices may be sent to the Federation by Electronic Means to the address specified by the Federation for that purpose and such documents and notices sent to the Federation are sufficiently authenticated if the identity of the sender is confirmed in the way the Federation has specified.

38 MINUTES

38.1 The Executive Board must cause minutes to be made:

38.1.1 of all appointments of Officers made by the Executive Board;

38.1.2 of all Resolutions of the General Assembly and of the Executive Board (including, without limitation, decisions of the Executive Board made without a meeting); and

38.1.3 of all proceedings at meetings of the Federation and of the Executive Board, and of committees of Executive Board, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Executive Board meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member or Director of the Federation, be sufficient evidence of the proceedings.

39 RECORDS AND ACCOUNTS

39.1 The Executive Board shall comply with the requirements of the Companies Acts as to maintaining a members' register of Members, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

39.1.1 annual reports;

39.1.2 annual returns; and

39.1.3 annual statements of account.

39.2 Except as provided by law or authorised by the Executive Board or an Ordinary Resolution of the Federation, no person is entitled to inspect any of the Federation's accounting or other records merely by virtue of being Member.

WINDING UP

40 WINDING UP

If upon the winding up or dissolution of the Federation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other non-profit body or bodies based and operating within the Commonwealth having objects similar to the Objects of the Federation and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Federation under or by virtue of these Articles, such body or bodies to be determined by the Executive Board at or before the time of dissolution in accordance with any specific provisions set out in the Rules, and if and in so far as effect cannot be given to such provision, then to some other charitable body.

SCHEDULE

INTERPRETATION – DEFINED TERMS

- 1 In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:
- 1.1 “**Address**” includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
- 1.2 “**Annual General Meeting**” has the meaning given in Article 23.1;
- 1.3 “**Articles**” means the Federation’s articles of association;
- 1.4 “**Associate Member**” has the meaning given in Article 20.3; and
- 1.5 “**Federation Constitutional Documents**” means the Articles, the Rules, the code of conduct and the other such documents as notified to Members from time to time;
- 1.6 “**Clear Days**” means, in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- 1.7 “**Commonwealth**” means the voluntary association of countries known as the Commonwealth who subscribe to the values and principles outlined in the Commonwealth Charter adopted on 14 December 2012;
- 1.8 “**Companies Act**” means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Federation;
- 1.9 “**Conflict**” means a situation in which a Director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Federation;
- 1.10 “**Directors**” means the directors of the Federation;
- 1.11 “**Electronic Form**” and “**Electronic Means**” have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- 1.12 “**Executive Board**” means the Directors acting as a body;

- 1.13 **“Federation”** means the Commonwealth Chemistry;
- 1.14 **“General Assembly”** means the General Assembly of the Federation as defined in Article 22.1;
- 1.15 **“General Meeting”** means a meeting of the Federation;
- 1.16 **“Hard Copy”** and **“Hard Copy Form”** have the meanings respectively given to them in the Companies Act;
- 1.17 **“Interested Director”** has the meaning given in Article 19.2;
- 1.18 **“Member”** refers to a person or body corporate that is admitted to membership of the Federation in accordance with these Articles, and **“Members”** means any of them;
- 1.19 **“Objects”** means the object of the Federation as defined in Article 3;
- 1.20 **“Officer”** means individuals acting as the President, President-Elect or Treasurer, as defined in the Rules;
- 1.21 **“Ordinary Resolution”** has the meaning given to it in the Companies Act which in broad terms is a resolution of the members in General Assembly that requires majority approval;
- 1.22 **“Proxies”** has the meaning given in Article 33;
- 1.23 **“Proxy Notice”** has the meaning given in Article 33;
- 1.24 **“Proxy Notification Address”** has the meaning given in Article 34;
- 1.25 **“Public Holiday”** means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
- 1.26 **“Resolution”** in the case of a resolution of the General Assembly means both an Ordinary Resolution and a Special Resolution as the case may be;
- 1.27 **“Rules”** means any rules of the Federation in force from time to time;
- 1.28 **“Secretariat”** means the individual or individuals given formal delegated powers from the Executive Board in order to support the financial and administrative

functions of the Federation;

- 1.29 “**Society Member**” has the meaning given in Article 20.4;
- 1.30 “**Special General Meeting**” means a meeting of the Federation that is not an Annual General Meeting, and convened in accordance with Article 24.1;
- 1.31 “**Special Resolution**” has the meaning given to it in the Companies Acts which in broad terms is a resolution of the Members in General Assembly that requires 75% approval; and
- 1.32 “**Writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
- 2 Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
- 3 Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Federation.