



# The British Society for Antimicrobial Chemotherapy

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Registered address: Griffin House, 53 Regent Place, Birmingham, B1 3NJ

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## ANNUAL GENERAL MEETING 2014

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The eleventh **Annual General Meeting** of the **British Society for Antimicrobial Chemotherapy** (incorporated) will be held **12.30pm Thursday 20 March 2014** at **Wolfson Theatre, Royal College of Physicians, London**

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**Open to all Members of the BSAC**

*Voting rights limited to Ordinary and Honorary Members of the Society*

*Matthew Dryden, General Secretary*

# AGENDA

The next Annual General Meeting of the British Society for Antimicrobial Chemotherapy will be held at 12.30pm on Thursday 20 March 2014, Royal College of Physicians of London

- 1 Apologies for absence
- 2 To receive the minutes of the 2013 Annual General Meeting
- 3 President's report
- 4 Elections

To note in accordance with:

- (a) Articles 54 – 63, the election of Vice President (President elect) 2014-2015, to serve as President 2015-2018 & Vice President (Past President) 2018-2020.
- (b) Articles 47 – 53, the election of 3 Ordinary Members of Council to serve 2014-2017
- (c) Article 7, the names of those elected to Ordinary Membership of the Society

Dr Breathnach, Consultant Medical Microbiologist, St George's Healthcare NHS Trust; Dr Patel, Consultant in Paediatric Infectious Diseases and Immunity, Southampton Children Hospital; Dr Ferguson, Lecturer, Cardiff University; Miss Mushtaq, Medical Student, Dow University of Health Sciences; Dr Nayak, ST1 (LAT), St James's University Hospital; Mrs Gongalves, Teacher, ISAVE; Dr Snape, Consultant in Microbiology & ID, Queens Medical Centre; Dr Staehli-Hodel, Post-Doctoral Research Assistant, Liverpool School of Tropical Medicine; Dr Raviprakash, ST3 in Microbiology, Royal Victoria Infirmary; Dr Al-Abri, Consultant in Infectious Diseases, Royal Hospital, Oman; Dr Mahida, ST3 Microbiology Registrar, Queens Medical Centre; Dr Dayala, Senior Biomedical Scientist, Peterborough City Hospital; Dr El-Zimaity, Locum Consultant Microbiology, Medway Hospital; Dr Gouliouris, Registrar in Microbiology/Infectious Diseases, Addenbrooke's Hospital; Dr Virk, ST3 Microbiology, Worthing Hospital; Dr Awad, Microbiologist Consultant, Wythenshaw Hospital; Dr Okike, Clinical Research Fellow in Paediatrics, St George's Healthcare; Mrs Ward, Senior Biomedical Scientist, Royal Glamorgan Hospital; Dr Tan, Locum Consultant Microbiologist, North Middlesex Hospital; Miss Wright, PhD Student, HPA; Dr Cochrane, Clinical Lecturer, University of Bristol; Ms Weekes, Biomedical Scientist, Royal Brompton Hospital; Mr Castro-Sánchez, Academic Research Nurse, Imperial College London; Dr Anne Wilson, Consultant Medical Microbiologist, Conquest Hospital; Dr Iain Page, Clinical Research Fellow, University of Manchester; Dr Vijay Prabhu, Medical Intensivist & HIV Physician, CSI Rainy Multi Speciality Hospital, India; Dr Jay Kavi, Consultant Microbiologist, University Hospitals Coventry & Warwickshire; Dr Cliodhna Ni Bhuachalla, Clinical Microbiology Specialist Registrar, St James's Hospital; Mr Eanna Forde, PhD Student, RCSI; Dr Susanna Davis, ST1 in Medical Microbiology, Northern General Hospital; Dr Gergely Krizsan, Clinical Doctor, Semmelweis University; Dr Julia Lacey, Antimicrobial Pharmacist, Royal Derby Hospital; Mr David Whiteley, Lead Clinical Nurse Specialist, Western General Hospital; Dr Emmanuel Nsutebu, Consultant Infectious Disease Physician, Liverpool Royal Infirmary; Dr Tacim Karadag, Consultant Medical Microbiologist, University Hospital Lewisham; Dr Luis Cotter, Associate Specialist Clinical Microbiology, Darent Valley Hospital; Miss Linda Oyama, Research Postgraduate, Aberystwyth University; Ms Melanie Stevens, Antibiotic Pharmacist, Macclesfield District General Hospital; Mr Patrick Harrison, PhD Student, Sheffield Hallam University; Dr Hema Sharma, Clinical Research Fellow, Imperial College London; Dr Lynn Silver, Owner/Principle, LL Silver Consulting USA; Dr Marco Lee, ST3 Microbiology, New Cross Hospital; Dr Aiden Plant, ST1 Microbiology, Derriford Hospital; Dr Melissa Baxter, ST1 Microbiology, Derriford Hospital; Dr Nimal Wickramasinghe, Consultant Microbiologist, Sandwell & West Birmingham Hospitals NHS Trust; Miss Carmelina Vinci, PhD Student, Imperial College London; Dr Susan Hopkins, Consultant, Royal Free London; Mr Muhamad Zaki Mahmud-Badri, Antimicrobial Pharmacist, East Sussex Healthcare Trust; Dr Gary Rowley, Senior Lecturer, University of East Anglia; Mrs Arundhati Maitra, Associate Research Fellow, University of London; Dr Edward Taylor, Royal Society University Research Fellow, University of Lincoln; Mr Calum Thomson, PhD Student, University of Birmingham; Dr Roger Draheim, Lecturer in Microbiology, Durham University; Dr James Harburn, Lecturer in Medical Chemistry, Wolfson Research Institute; Dr David Berry, Lecturer in Pharmaceuticals,

Durham University; Dr Harish Reddy, Speciality Trainee (StR 1), Freeman Hospital; Dr Michelle Bruckner, Post Doctoral Research Fellow, University of Birmingham; Mr Benny Tan, Infectious Diseases Pharmacist, Royal Berkshire Hospital; Dr Hany Elsheikha, Lecturer, University of Nottingham; Mr Basola Sowemimo, Anti-infectives Pharmacist, St Helier Hospital; Ms Caitlin Kretzschmar, Student, University of Surrey; Dr Oliver Dyer, FY2 Doctor, NDDH; Mr Christopher Helm, Senior Biomedical Scientist, Nobles Hospital; Dr Amy Bond, Registrar, York Teaching Hospital; Dr Paul Horrocks, Senior Lecturer, Keele University; Mr Alessandro Lazdins, PhD Student, University of Birmingham; Miss Sarah Narramore, PhD Student, University of Leeds; Miss Laura Wright, PhD Student, Public Health England; Dr Neil Stokes, Head of Biology, Biohub; Miss Meha Patel, Student, University of Birmingham; Dr Elan Tsarfati, ST1 Medical Microbiology, Southmead Hospital; Mr Liam Redgrave, PhD Student, University of Birmingham; Dr Ian Eltringham, Consultant Medical Microbiologist, Kings College Hospital; Mrs Julie Hawkes-Rekkie, Lead Antimicrobial Pharmacist, Croydon Health Services.

5 Financial Report

To:

- (a) receive the report of the Honorary Treasurer
- (b) receive and approve the company accounts for the period 1 January – 30 September 2013
- (c) note the appointment of Chantrey Vellacott, DFK, London as the Society's auditors for the period 1 October 2013 - 30 September 2014

6 Editor in Chief's report

7 To receive the Trustees report (including reports on meetings, education & grants)

8 Date, time and place of the next meeting

9 Any other business

# The unconfirmed minutes of the Annual General Meeting held 14 March 2013, at the Royal College of Physicians, London

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67 Ordinary and Honorary Members of the Society were present. Dr Nicholas Brown, President, resided.

## 1 Chairman's welcome and apologies for absence

The Chairman welcomed members to the meeting. Apologies for absence were noted.

## 2 Minutes of the 2013 AGM

The unconfirmed minutes of the Annual General Meeting held on 23 March 2013 were RECEIVED and signed as a true record.

## 3 President's report

The President opened by reporting that his first year in office had been challenging, interesting and varied, overseeing a varied agenda of activities that ensured that the objects of BSAC "the acquisition and dissemination of knowledge in the field of antimicrobial chemotherapy" were fulfilled.

The assembly heard how during the year the Society had hosted and participated in over thirty conferences and educational events, twenty-two of which were organised directly by BSAC. It is credit to the hard work of Council and speakers that BSAC organised events alone had offered more than 1,200 delegate days of learning. The President continued by reporting that the Society has maintained an impressive portfolio of national and international initiatives, including programmes of resistance surveillance, development of standards for practice, service development support through initiatives such as OPAT. In addition BSAC has continued to contribute to influencing government policy and public opinion through contributions to national consultation processes and public engagement activities such as Antibiotic Action. Members present heard that the first BSAC chair in public engagement was appointed during the past year, a year in which we also saw the impact factor of the JAC exceed that of its closest rival the ASM journal Antimicrobial Agents and Chemotherapy for the first time in its history.

The President reflected on how successive Councils have worked hard to ensure BSAC is at the forefront of the field, and remains a Society with an international reputation to be proud of. 2102 saw Trustees take an in-depth look at the structure of the Society to ensure it remains fit for purpose, introducing a new structure divided into 8 areas of activity, each overseen by an Officer and/or senior member of Council. It was noted that the main changes include formal recognition of public engagement and surveillance of antimicrobial consumption as core areas of activity.

The President reported that in recent years BSAC has increased its public profile and sought to actively engage with the Press. He was pleased to report that Antibiotic Action has been hugely successful in this arena, working tirelessly over the past year to educate audiences and governments nationally and internationally on the need for new and effective antibiotics. The assembly noted that the Society had also been vocal on other issues, most notably opposing moves by national and online pharmacies to provide online consultations that lead to prescriptions for antibiotics. We published letters in the BMJ, making Society views known to the DH, reporting concerns via a feature article in The Times. Those present agreed that it is right that the Society protests moves that have the potential to increase resistance and diminish our arsenal of effective antibiotics and that it should continue to promote appropriate use and practice in 2013 and beyond.

Members heard that that development and publication of guidelines has been a central activity for over 2 decades. During 2012 BSAC met with representatives from NICE to commence a process that will see BSAC apply for, and hopefully achieve, NHS accreditation for its guideline development processes.

It was reported that the Society membership continues to grow, and BSAC continues to increase its membership from within all disciplines involved in the prevention, diagnosis and treatment of infectious disease. Despite its "British" title the Society has maintained its international membership and its peer review journal is internationally recognised and renowned – a dimension reflected in the activities undertaken by the Society, many of which influence not only UK practice but also contribute to the shaping of international practice, opinion and research.

In closing the President gratefully acknowledged the support the Society receives from commercial partners, both in the form of unrestricted educational grants and sponsorship such as that received from those companies in attendance at the Spring Meeting.

#### 4 Elections

In accordance with Articles 47 – 63, the elections of the following Officers, Ordinary Members of Council and Ordinary Member of the Society were noted:

A Dr Mike Cooper to serve a 2nd and final term of office as General Secretary 2013-2015

B Ordinary Members of Council to serve 2013-2016:

- Dr David Jenkins
- Dr Estee Torok
- Dr Christopher Longshaw
- Dr Philip Howard
- Dr Andrew Seaton

C The names of those elected to Membership of the Society:

Dr Ranasinghe, Consultant Microbiologist, Provincial General Hospital Badulla, Dr Chesham, Medical/Scientific Relations Manager, Pfizer Limited, Dr Paterson, Research Associate, University of Cambridge, Mr Saw, Doctoral Researcher, University of Birmingham, Dr Barton, Medical Microbiology, Southmead Hospital, Dr Coutinho, Consultant Microbiologist, Queen Elizabeth Hospital, Dr Mac Aogain, Post Doctoral Fellow, Trinity College Dublin, Dr Biswas, SpR Microbiology, Royal Free Hospital, Dr Martin, STI Microbiology, Leeds Teaching Hospitals NHS Trust, Mrs Willetts, Biomedical Scientist, Charing Cross Hospital, Dr Anjum, Senior Scientist, Animal Health & Veterinary Laboratories Agency, Dr Moghnieh, ID Consultant/Head of Infection Control, Ainwa Zein Hospital, Lebanon, Dr Alqahtani, ID Physician & Clinical Microbiologist, BDF Hospital, Bahrain, Prof. Bizri, Consultant, American University of Beirut Medical Center, Lebanon, Mr Howson, Chief Scientific Officer, Accelr8 Technology Corp, Denver USA, Dr Bhakta, University Senior Lecturer, University of London, Mr Pownall, Biomedical Scientist, Nobles Hospital, Isle of Man, Ms Wong, Lead Pharmacist-Antimicrobials, Blackpool Teaching Hospital, Mrs Oreh, Assistant Lecturer, University of Port Harcourt, Nigeria, Dr Boyd, Microbiology Registrar, Calderdale Royal Hospital, Mrs Craven, Infection Prevention & Control Nurse, CHCP CIC Provider Services, Dr O'Brien, Executive Clinical Director – Infection, AstraZeneca, Dr Phee, Specialist Registrar, Barts Health NHS Trust, Professor Muller, Chairman, EvK Herne, Germany, Mrs Hilton-Smith, Medical Science Liaison, AstraZeneca, Dr Warman, Post-Doc, Liverpool School of Tropical Medicine, Liverpool, Dr Shallcross, Clinical Research Fellow, University College of London, Dr Ward, Veterinary Advisor, Vetoquinol UK & ROI, Dr Galyov, Reader, University of Leicester, Leicester, Dr Davies, Consultant Clinical Microbiologist, Antrim Hospital, Liverpool, Dr De Leon, Pharmacist, Retired, Dr D S Brudney, Consultant Microbiologist, Lister Hospital, London, Ms Burns, Senior Biomedical Scientist, Health Protection Agency, Miss Chung, Anti-Infectives Pharmacist, West Middlesex University Hospital NHS Trust, Dr Meyer, Microbiology Registrar, NHS Wessex Deanery, Dr Fenton, Clinical Research Fellow, University of Manchester, Dr O'Malley, Medical Director, Mastercall Healthcare, Mr Kueser, Post-Doctoral Scientist, University of Cambridge, Dr Marsden, Lecturer, University of Northampton, Dr Kolamunne, Post-Doctoral Research Assistant, Liverpool School of Tropical Medicine, Dr Moore, Registrar ID/Micro Dual Training, Charing Cross Hospital, Dr Ginwalla, Consultant Microbiologist, Ipswich Hospital, Dr Steel, Scientific Director, Intelligent Therapeutics Ltd, Prof. Moore, Clinical Microbiologist, Belfast City Hospital, Dr Betts, Post-Doctoral Research Assistant, Queen Mary, University of London, Mr Sharkey, PhD Candidate, University of Leeds, Mr Veleba, PhD Student, Queens University Belfast, Dr Bal, Consultant, NHS Ayrshire & Arran, Mr Murphy, Technical Executive, Noah Ltd (Trade Association for the Veterinary Medicines Industry).

The President thanked retiring Editors and Officers and Ordinary Members of Council, each of whom has made important and sustained contributions to the Society and Journal.

#### 5 Financial Report

The Honorary Treasurer presented the audited accounts for the period 1 January – 30 September 2012, noting that the accounts for 2012 are for a shorter, 9 month period. This being in line with Council's decision to change its financial year to allow longer for the accounts to be prepared, audited and distributed.

The assembly noted that the accounts are prepared in accordance with the Charities Act 2006 and the Statement of Recommended Practice on Accounting by Charities 2005. The accounts are expressed in terms of income and expenditure for the 3 main ways in which BSAC meets its charitable objectives – through research, education and communication, with the notes to the accounts demonstrating how the costs are allocated across these headings.

The Treasurer reported that the Society remains in robust financial health and was pleased to report a modest surplus of income over expenditure for the period of almost £28,000, and net growth in value of total worth of 6.4% during the 9 months period.

Members heard that as in previous years BSAC continued to operate an annual budgeting and planning process, which was overseen and approved by Council, and as mentioned by the President, has redefined its governance which will hopefully improve budgeting and planning processes.

As in previous years principal sources of funding were income from the Journal of Antimicrobial Chemotherapy, membership subscriptions and revenue from meetings activities in the form of delegate registration fees, sponsorship and unrestricted educational grants from Industry. Journal income for the period fell just short of £800,000 following deduction of publisher's expenses, and although not relevant to this accounting period the Treasurer was pleased to report that by the end of 2012 income had exceeded guaranteed income by £221,000 – which is very encouraging given the difficult market in which academic journals operate.

As planned, Council spent from the designated funds, the majority of expenditure being directed to the Society's grants programme. The Treasurer reminded members that the general fund is largely represented by the investment portfolio which performed well during the first three quarters of 2012, showing realised and unrealized gains of £317k. This represents a (9%) increase in overall value of the investment portfolio which delivered income of delivered income of £74,000 for the period, running slightly ahead of the 12 month £80,000 target set by Council.

It was noted that Council's met with its investment advisers during the year and reviewed and revised its investment policy, which directs the maintenance of a balanced portfolio that raises income from investments whilst protecting the capital value of the fund. An anti-bribery policy statement was also approved during the period. This will ensure BSAC is compliant with law established by the Bribery Act 2010. The Assembly was informed that as in previous years Council maintained restrictions on the way in which the investment fund is managed, including precluding investments in named pharmaceutical companies to ensure conflicts of interest, perceived or real, do not arise. Members further noted that and in line with BSAC's charitable objectives and good charitable practice, Council approved a draw on reserves to underwrite public engagement activities – most notably Antibiotic Action and the Society's support of national science fairs and e-bug learning resources.

The Treasurer closed by adding his thanks to companies and organisations who generously provided unrestricted educational grants, gifts in kind and sponsorship that enabled the Society to deliver educational benefits to its Membership and the wider antimicrobial community during the past year.

The Annual General Meeting:

- (a) Received and approved the company accounts for the period 1 January – 30 September 2012.
- (b) Noted and approved the appointment of Chantrey Vellacott, DFK, London as the Society's auditors for the period 1 October 2012 – 31 September 2013.

6 Editor in Chief's report

The Annual General Meeting received the report of the Editor-in-Chief, the detail of which was published in the Trustees report.

7 Trustees report

The Annual General Meeting received the Trustees Report that included written reports on grants, education and meetings activities, in addition to all other society matters transacted

8 Date, time and place of the next meeting

To be announced.

9 Any other business

There being no other business, the meeting was declared closed.

# Trustees' Report

## Statement of Trustees' Responsibilities

The trustees (who are also directors of British Society for Antimicrobial Chemotherapy for the purposes of company law) are responsible for preparing the Report of the Trustees (incorporating a directors' report) and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charity and the group and of the incoming resources and application of resources, including the income and expenditure, of the group for that period. In preparing these financial statements, the trustees are required to:

- select suitable accounting policies and apply them consistently;
- observe the methods and principles in the Charities SORP;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the charity and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the trustees are aware:

- there is no relevant audit information of which the charitable company's auditor is unaware; and
- the trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

The trustees are responsible for the maintenance and integrity of the corporate and financial information included on charity's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislations in other jurisdictions.

# Trustees' Report (incorporating a directors report) for the period ended 30 September 2013

## Reference and administrative details

The British Society for Antimicrobial Chemotherapy is both a company limited by guarantee (Registered Company 4443910) and a registered charity (Registered Charity 1093118). It was incorporated on 21 May 2002, having operated as an unincorporated charity since being founded in 1971. The principal and registered address of the Charity is Griffin House, 53 Regent Place, Birmingham, B1 3NJ.

The names of the trustees at the date of approval of the report, and the names of those who served during the financial year are:

### 1 October 2012– 30 September 2013

Dr Mike Allen, Scientific Medical Adviser, Novartis Pharmaceuticals  
Dr Frances Burke, Regulatory Associate, Eli Lilly & Company Ltd  
Dr Nicholas Brown, Consultant Medical Microbiologist, Addenbrooke's Hospital, Cambridge  
Dr Mike Cooper, Consultant Microbiologist, New Cross Hospital, Wolverhampton  
Professor Peter Davey, Professor of Pharmacoeconomics, Ninewells Hospital, Dundee  
Dr Matthew Dryden, Consultant in Microbiology, Royal Hampshire County Hospital, Winchester  
Dr Barbara Isalska, Consultant Microbiologist, Wythenshawe Hospital, Manchester  
Dr Conor Jamieson, Pharmacy Team Leader, Sandwell and West Birmingham Hospitals  
Dr Ian Morrissey, Director of New Business and Project Development, IHMA Europe Sarl, Hertfordshire  
Dr Andrew Stacey, Consultant Microbiologist, Royal Berkshire Hospital, Reading  
Dr Estee Torok, Consultant in Infectious Diseases, Addenbrooke's Hospital, Cambridge  
Dr Alex O'Neill, Lecturer, University of Leeds, Leeds

### 1 October 2012 – 14 March 2013

Dr Jayshree Dave, Consultant Microbiologist, St George's Hospital, London  
Professor Alasdair MacGowan, Consultant Microbiologist, Southmead Hospital, Bristol

### 1 October 2012 – 20 March 2013

Dr Wendy Lawson, Pharmacist, Imperial College, London  
Dr Keith Miller, Senior Lecturer, Sheffield Hallam University, Sheffield  
Dr Mandy Wootton, Lead Scientist, University Hospital of Wales, Cardiff

### 20 March 2013 – 30 September 2013

Mr Philip Howard, Consultant Antimicrobial Pharmacist, Leeds General Infirmary, Leeds  
Dr David Jenkins, Consultant Medical Microbiologist and Lead Infection Control Doctor, University Hospitals of Leicester NHS Trust, Leicester  
Dr Christopher Longshaw, Associate Director for Microbiology, Astellas Pharma Europe Ltd, Chertsey  
Dr Andrew Seaton, Consultant Physician, Gartnavel Hospital, Glasgow

The name of the Society's Chief Executive Officer, the senior staff member to whom the trustees delegate day-to-day management of Society affairs, is Mrs Tracey Guise.

The names and addresses of the Society bankers, accountants, investment advisers and solicitors are recorded below:

#### Bankers

Lloyds-TSB  
Colmore Row  
Birmingham, B3 3BP

#### Investment advisers

Rathbones Management Investment Ltd  
159 New Bond Street  
London, W1S 2UD

#### Accountants

Chantrey Vellacott DFK LLP  
10-12 Russell Square  
London, WC1B 5LF

#### Solicitors

Hempsons Solicitors  
20 Embankment Place  
London, WC2N 6NN

## **STRUCTURE, GOVERNANCE AND MANAGEMENT**

### **Governing document**

The governing document is the Memorandum and Articles of Association (MAA) that is regularly reviewed by Council. The Society Regulations further define the MAA. These documents are published on the Society website.

### **Election of Trustees**

Elected Members of Council act as Trustees and Directors of the Society. The procedure for the election of Trustees is set down in the Articles of Association and further defined by the Regulations. In summary, Council comprises Ordinary Members of Council who are elected by an open process of nomination and, when nominations exceed the number of vacancies, by postal ballot of the Membership; this ballot is conducted by the Electoral Reform Services and Officers of the Society who are elected by Council.

### **Induction of Trustees**

An internal induction programme for Trustees exists. Trustees receive an induction pack that includes information on the statutory responsibilities of trustees and directors, structure of the Society and time-commitment/duties of a Trustee. At the time of appointment Trustees are required to confirm their eligibility to serve as a Trustee and complete a declaration of interests form for inclusion on the Society Declaration of Interests Register. In addition the Society offers the opportunity for all newly appointed and existing Trustees to attend training courses on the roles and responsibilities of Trustees. The cost of these courses is met by the Society. A copy of the induction documentation can be found on the Society website.

## **ORGANISATIONAL STRUCTURE AND DECISION MAKING**

The Council meets quarterly to consider statutory and financial business and to determine policy for the charity.

Discussions about the organisational structure of the Society concluded in January 2013 with the introduction of a new structure to better support Council in managing the increasing complexities of Society activities. The new structure led to the establishment of a Standing Committees, each overseen by an elected Officer and each responsible for a major area of BSAC activity. Each of the Standing Committees has delegated authority to carry out work agreed by Council and each reports its activities back to Council. Details of the overarching structure, composition and remit of each committee are published on the Society website.

## **RISK MANAGEMENT**

The Trustees acknowledge their responsibility to assess and manage the risks that the Society faces or might face in future. A consolidated risk register, developed using Charity Commission guidance, is maintained by the Society. Officers and senior staff are required to identify and analyse risks relevant to their responsibilities, assess risks according to their likely occurrence and impact and report on procedures that are in place to manage the risks. The risk management process is overseen and reviewed by Council.

To minimise conflicts of interest, the Society maintains a Register of Interests. Those appointed to act on behalf of the Society (Trustees, Chairs of working parties, editors, referees, etc.) are required to complete a declaration of interests' form, which is recorded centrally at BSAC HQ. Details about the risk register are published on the Society website. There was a full review and update of the risk register and transparency declarations in 2013 and the next update will be undertaken in October 2014.

## **REVIEW OF OBJECTIVES, ACTIVITIES, ACHIEVEMENTS AND PERFORMANCE**

### **Objectives**

The purpose of the BSAC, as described by the objects of the Society is to "facilitate the acquisition and dissemination of knowledge in the field of antimicrobial chemotherapy."

In October of each year Council agrees a programme of work and a budget for the forthcoming year. This programme of work includes a range of educational, meetings, grant giving and other activities that are in accordance with, and aimed at furthering, the objects of the Society.

During 2012-13 Council worked within the objectives identified by the strategy document for 2011-2014 which includes a mission statement and new key messages closely aligned to the current agreed objectives of the society. A clear timetable is in place for future strategy development and timescales for review have been identified. The aim of the strategy timetable is to enable all elected officers and Council Members the opportunity to be actively involved in setting the agenda for the future, without having undue influence over it, and regularly measuring progress and outcomes against it.

### **Public benefit**

The Trustees have read the guidance on public benefit provided by the Charity Commission. The Society ensures that its activities are as far as possible to the public benefit by ensuring patient/public involvement and the development of educational initiatives directly aimed at members of the public. The way the society fulfills its aim of ensuring public involvement was further scrutinized at a workshop held to consider applying for National Institute for Health and Care Excellence (NICE) and NHS Evidence accreditation, which requires full examination and testing of the processes by which the society engages with others to develop guidance. This work will continue into 2013-14.

### **Grants**

Trustees and the Grants Committee go to great lengths to obtain due diligence in the refereeing of grant applications and continues to support its policy of only supporting those applications that are of a high standard. To ensure that the grant award process is as transparent as possible, the Society has developed Standard Operational Procedures for Grants that are regularly reviewed and updated. A copy of the SOP is published on the Society website.

The Grants Committee met once during 2013 and awarded the following grants:

#### **Research Grants**

- Durham University; Targeting the hemolytic phospholipase PlCHR from *Pseudomonas aeruginosa* as a novel drug target, £48,204
- McMaster University; Discovering adjuvants of Gram-positive antibiotics against intrinsically resistant Gram-negative bacteria, £49,292

#### **Project Grants**

- University of Cambridge; Phenotypic and genomic analysis of antimicrobial resistance in *Staphylococcus aureus* from UK dairy cattle, £5,290
- University of Liverpool; Investigating the potential of Nrf2 induction in airway epithelial cells as a treatment for RSV bronchiolitis, £10,000

#### **Vacation Grants**

- Kingston University; Multi-drug resistant bacteria isolated from the throats of university students, £2,300
- John Innes Centre; Exploiting insect gut bacteria to discover novel plant toxins with antibacterial potential, £1,940
- University of Central Lancashire; The development of benzothiazole antifungals, £2,300

#### **Overseas Scholarships**

Kingston University; Use of next-generation sequencing data to identify novel antimicrobial resistance determinants, £8,000.

#### **Travel Grants**

7 travel grants totalling £7,542 were awarded to seven individuals to enable them to attend and give oral or poster presentation at the annual conferences of the European Congress of Clinical Microbiology and Infectious Diseases, Berlin, Germany, April 2013 (4 grants) and Interscience Conference on Antimicrobial Agents and Chemotherapy, Denver, USA, September 2013 (3 grants).

#### **Terry Hennessey Microbiology Fellowship (THMF)**

The THMF offers a young investigator working in the field of infectious diseases a travel grant of up to £1,500 to present a paper/poster at the annual Interscience Conference on Antimicrobial Agents and Chemotherapy meeting in the USA. The 2013 award of £1,500 went to a young investigator from the Queen Mary University of London & Public Health England, London.

#### **PhD Studentship**

Imperial College London; Investigating sphing kinase inhibitors for the treatment of invasive aspergillosis; £100,000 (£25,000 per annum over 4 years) awarded in 2011.

## Education

During 2012-13 the Society continued to support the development of clear and well-funded initiatives in education that are designed to support the education and training needs of clinicians, junior doctors, scientists and technicians, in addition to allied health professionals and that are of wider benefit to the general public.

Council supported proposals to increase the Society's contribution to education, both for health professionals and the general public. The Society continued its policy of holding a designated fund for educational initiatives from which it made a number of awards and supported discreet educational initiatives aimed at advancing public education.

## Workshops

Throughout the period the Society worked on the organisation of the 17th series of Regional Educational Workshops, the topic of which is Diagnosis, Management and Treatment of Skin and Soft Tissue Infections. The workshops were hosted between October – December 2012 and were run collaboratively with the Healthcare Infection Society and British Infection Association with significant input from the United Kingdom Clinical Pharmacy Association. The cost of hosting the series was supported by all three societies and the workshops, held at 10 locations across the UK and Ireland, were free for participants to attend.

## Web-based educational resources

During the period the Society maintained the range of educational resources available via its website. These include:

**Webcasts and PowerPoint slide sets:** This facility increases the number of individuals able to benefit from the Society's educational programmes, and provides valuable learning materials for those unable to attend meetings in person.

**The Prudent User Website (PAUSE):** The Society continued to support and commit time to this resource which provides standardized educational and teaching materials for undergraduate and postgraduate health professionals. The Society continues its academic partnership with a leading European society to develop future content and advices on strategic direction and during the period established a new, more robust process, for the commissioning and review of educational materials to extend the resource into an on-line education portal which can be available within the UK and internationally.

**Quality Improvement:** The UK Quality Improvement Collaborative 5th workshop was held in Liverpool and examined the role of trainees in delivery quality improvement initiatives.

## Susceptibility Testing

The Society continues to support and promote the implementation of the Standardized Disc Sensitivity Methodology. The Standardized Methodology Development Centre, housed at City Hospital, Birmingham since 1999 was, following a process of competitive tender moved to Cardiff. The need to identify a new centre followed the retirement of key personnel and discussions held by the Society over the past 18 months to ensure a seamless succession process. BSAC is committed to underwriting the costs of this activity until 2015. This activity fulfils the three main charitable objective headings as the Society educates health professionals in the testing methodology, communicates details of the methodology to the Membership and wider profession and undertakes research to ensure the method is accurate and continually updated.

Two 2-day residential training workshops were held at Wolverhampton University in April and September were fully or oversubscribed. The workshops offer practical training and assistance to staff from those laboratories planning to adopt the BSAC Methodology.

## Resistance Surveillance

In collaboration with the Public Health England (formerly the Health Protection Agency) and Industry, the Society continued to support the UK national programmes of antibiotic resistance surveillance (respiratory & bacteraemia). The results of the surveillance programme are freely available to members and the wider community via a web-based database, and provide valuable information to those involved in the field.

The contracts for central laboratory services previously provided by the Public Health England and Quotient Bioresearch were subject to a process of competitive tender at the end of 2012. The contract was awarded to Public Health England and negotiations ensured a net saving on costs over previous arrangements enabling additional funds to be made available for pursuance of the Society's charitable objectives.

The Society also continued to invest time in developing and agreeing new contractual arrangements for the supply of isolates to academic and commercial contractors, primarily for use in research projects. The contracts developed, which set out the terms and conditions under which isolates are supplied and offer provision for the Society to benefit from any commercialization of both foreground and background IPR, were used for the first time during the period for a range of projects, including DNA sequencing of isolates from the resistance surveillance project library.

### **Outpatient Parenteral Antimicrobial Therapy (OPAT)**

The Society published on a dedicated website the outputs of its OPAT project, which supports establishing treatment services for serious infections in the home environment. The Society continued to support, through meetings and provision of free at point of use resources, the development and implementation of services within the UK. A standing committee was established to oversee six work streams that continue to develop existing and new resources. Details of all work in progress can be reviewed at [www.e-opat.com](http://www.e-opat.com).

### **Meetings**

The Society hosted and/or participated in a number of national and international meetings during 2012-13, including:

OPAT Educational Workshops, UK-wide: The remaining four of an eight workshop series were held during this period. The workshops are free to attend and provide education and networking opportunities to circa 80 delegates at each event.

Spring Meeting, London, March: Entitled Gram negative, Gram positive, fungal and beyond – the increasing complexities of “everyday” infections the event, which also hosted the Annual General Meeting, was attended by 270 Members and non-Members and provided state of the art overviews and education on the epidemiology, diagnosis and treatment of once familiar infections that are becoming increasingly difficult to manage in everyday practice

BSAC Standardized Disc Susceptibility Testing Method Residential Workshop, University of Wolverhampton, April & September, 25 members and non-members per event, including those working towards gaining membership entry to the Royal College of Pathologists.

The 8th Antibiotic Resistance Mechanisms workshop was held in November 2012 and offered members of the UK community researching mechanisms of antimicrobial resistance the opportunity to meet to consolidate and extend the expertise held within individual laboratories in the United Kingdom. As in previous years, the workshop provided a much needed forum to allow the sharing of knowledge between all grades of researchers, including PhD students and technicians. In 2012 the Society continued to underwrite the cost of PhD students, early career researchers and trainees but introduced a registration fee for senior grade staff. This generated a new income stream that will be used in furtherance of likewise educational activities going forward.

In May 2013 the Society, under the aegis of the Antibiotic Action initiative, collaborated with major UK funding bodies to host a conference entitled An interactive one day symposium: Lessons to be learnt from Pharma about drug discovery and development of new antibacterial drugs. The outputs of the conference have been published as webcasts and as a written report, both of which are freely available to all audiences.

All Society organized meetings are accredited for Continuing Professional Development under the statutory scheme operated by the Royal College of Pathologists, and when appropriate the Royal College of Physicians of London. The Society is required, as part of this process, to issue evaluation questionnaires for each event. The responses provided by these anonymous returns allow the Society to monitor the effectiveness of its activities in this area, and enables measures for improvement to be introduced.

### **Guideline Development Groups**

The Society supports a number of guideline development groups that are charged with producing evidence based guidance within the field of antimicrobial chemotherapy. Details of guideline development groups are published on the Society website, as are details of the publications produced by them. These publications are subject to a process of national consultation and are primarily published in peer-review journals, thus assisting to ensure that working party outputs are scientifically / academically credible and reach the audiences for whom they are intended.

The Society continued to develop its guideline development process manual and met again with member of the National Institute for Health and Care Excellence (NICE) accreditation team. It is anticipated the Society will be in a position to apply for formal NICE accreditation during 2014. Attainment of NICE accreditation will enable published guidelines to be nationally recognised by NHS Evidence and NICE and promoted via their accredited and nationally recognised guideline portal.

## **BSAC International**

Despite its "British" title the Society has an international membership and its peer review journal is internationally recognised and renowned. This is also reflected in the activities undertaken by the Society, many of which influence not only UK practice but also contribute to the shaping of international practice, opinion and research. The Society continued to regularly liaise with peer organisations across the globe and, as in recent years, strengthened its alliances through the OPAT, Antibiotic Action and Quality Improvement initiatives amongst others.

The Society continued to host the UK Chapter of the Alliance for the Prudent Use of Antibiotics (APUA UK). Established in 2004, APUA UK is one of over 30 affiliated international chapters and will provide a national network for experts in infectious disease medicine, microbiology, pathology, clinical pharmacology, pharmaceutical industry and consumer issues. Membership of the Alliance is open to all who have an interest in finding a solution to antibiotic resistance.

During the period the Society hosted sessions and/or supported speakers at a number of international meetings and worked with colleagues in Saudi Arabia to develop an antimicrobial stewardship programme that will be delivered at a collaborative conference for colleagues in the Gulf Region in December 2013.

## **Public facing activities**

Council continued to fulfil its aim of improving public education about infection prevention and appropriate use of antibiotics through a range of activities.

A significant public facing activity was the continued financial support the Society provides for the development of materials and exhibition stands that were used at national and local science fairs in the UK. During the period the Society maintained an online science fair and animations about infection prevention and appropriate use of antimicrobials for use on the e-Bug educational website, contributing to national and Europe-wide curricula for primary school children in this way. This public facing activity continues to fulfill the long term aim of APUA UK, providing information and education that promotes infection prevention and the appropriate use of antibiotics in the UK to both health professionals and the public.

The Society continued to underwrite the Antibiotic Action Initiative and engaged with public, professional and political audiences. In recognition of the need to engage effectively with the public the Society continued to support the role of Chair in Public Engagement to ensure the Society is well and better placed to serve the needs of the public as appropriate, be that through direct engagement or representing their interests to professional or political audiences. As a direct consequence of the initiative and All Party Parliamentary Group on Antibiotics was established and held its inaugural meeting in June 2013. The Society serves as secretariat to the group which serves to ensure the topics of antibiotic discovery, development and resistance receive the political interest required to ensure current and future action. The Chair in Public Engagement provided direct briefing to the Chief Medical Officer for England and Wales on a number of issues, not least the development of the UK 5 year strategy on antimicrobial resistance.

## **Communication**

The Society continues to communicate with its membership via a number of different media, including the journal, email, website, newsletters and scientific meetings.

The Society website remains one of the primary routes through which BSAC communicates with the membership and wider community. The site is open to Members and non-Members alike and provides visitors with easy access to resources on antimicrobial chemotherapy and its allied fields. There are also separate websites that report on the national resistance surveillance projects, prudent antimicrobial prescribing, the Antibiotic Action initiative and through which the Journal can be accessed on line.

BSAC actively communicated via social media outlets such as Twitter and Facebook and used viral networking opportunities, such as Thunderclap, to deliver messages about appropriate use of antibiotics to public audiences.

## **Working with others**

The Society's relationships with its sister organisations, industry and government are key in ensuring the successful delivery the Society's agenda. The Society continued to work with a number of organisations that operate under the umbrella of the Federation of Infection Societies, sharing agenda and meetings wherever possible to streamline activities and reduce costs of delivering increased benefits to greater numbers of people.

Once again BSAC worked with a range of external organisations, including peer group societies, Department of Health, pharmaceutical companies and allied health groups within the UK, Europe and rest of the world. The Society continued

to develop its relationships with pharmacists, infection controlled specialists and surgeons, all of whom now are actively involved in the development of meetings and educational events and closer collaboration with nursing colleagues in fulfillment of its stated aims. Through the inclusion of all relevant stakeholders in its activities BSAC continues to ensure that there is a unified voice on infection prevention, detection and management in the UK.

Once again, the Society continued its successful relationship with the National Concern for Healthcare Infections (NCHI), a consumer organization. NCHI are routinely involved in assisting with planning of society meetings and events to ensure that patients are appropriately and adequately represented when and where appropriate. The Society is mindful however of the need to engage with a wider group of patient representative groups and the Chief Executive Officer met with the Public Liaison Officer at the National Institute of Clinical Excellence to discuss how to improve patient engagement, and identify ways in which to meaningfully engage with public audiences to seek opinions on, and inform about, sometimes complex scientific topics. Discussions and actions arising will continue during 2013/14.

### **Journal of Antimicrobial Chemotherapy**

The Journal continues to be recognized as a leader in its field and is one of the major routes by which the Society fulfills its educational objectives to disseminate information about antimicrobial chemotherapy. In particular, the Journal has continued its policy of publishing BSAC Working Party Reports and systematic reviews of topics in the area of antimicrobial therapy, with a view to promoting the practice of evidence-based medicine.

The Journal content becomes freely available on-line 12 months after publication, thus benefiting the profession and consumers alike.

With its impact factor (IF) in June 2013 increasing to a new high of 5.338, JAC remains the highest ranking journal in the specialist antimicrobial field. Submissions to the Journal continued to increase, by approximately 12% in 2013. This increase has required a further increase in the rejection rate, with concerted efforts from the Editor-in-Chief and Senior Editors to reject a greater proportion of submissions without recourse to referees. Despite the increase in submissions, time to electronic publication remains a competitive advantage for authors choosing JAC.

Changes were made to the Journal's Open Access policies during 2013 in order to comply with changes some of the major funders. Preparations have begun to seek a replacement for the Editor-in-Chief, who is due to stand down at the end of 2014.

### **Other significant matters**

The Society entered negotiations with an academic institution regarding commercialization of Intellectual Property arising from research work funded by a grant provided by the Society. Discussions are at an early stage, with provisional agreement reached on a percentage income share for the Society should commercialization proceed. The over-riding principle during discussions was to not commit the Society to additional financial outlay or risk whilst ensuring a fair and appropriate return is possible, as outlined in the terms and conditions for the award of peer review grant funding. Discussions will continue in 2013/14 with appropriate legal advice sought as necessary.

### **Financial review**

The audited accounts for the period 1 October 2012 – 30 September 2013 are included in this report.

The Society remains financially sound and to maintain this position, Trustees continued to review the Society's financial planning and budgeting procedures, as defined in the financial standing orders. The Society adheres to the principles for expenditure and expense claim guidance that is published on the BSAC website. In 2012-13 the Society continued to operate an annual budgeting and planning process, which was overseen and approved by Council.

During the period the principal sources of funding were income from the Journal of Antimicrobial Chemotherapy, Membership Subscriptions and revenue from meetings activities in the form of delegate registration fees and unrestricted educational grants from Industry. Income from the external publisher's of the Journal of Antimicrobial Chemotherapy was £1,292,026 (including £50,000 signing-on bonus) less external publisher's expenses £288,807 realising net income of £1,003,219 before additional in-house editorial costs.

The Society is very grateful to a number of pharmaceutical companies that generously provided unrestricted educational grants that enabled the Society to deliver educational benefits through meetings to delegates at greatly reduced, or complimentary, rates.

As planned, Council spent £55,480 from the designated funds, the majority of which was expended on the Society's public

engagement programme.

The general fund is largely represented by the investment portfolio, which performed well in a difficult market during 2013 with realised and unrealised gains of £396,587. The Trustees intend to retain the investment portfolio to generate income that will support the long-term fulfillment of the Society's charitable objectives.

Our investment adviser advised Council on a number of occasions, reviewing the distribution of investments within the portfolio with a view to minimising risks. The investment policy was also reviewed during this period and a new policy was agreed. Council also agreed that for the next financial period (commencing 1 October 2013) funds would be drawn from investment reserves to fund reimbursement of the costs of Antibiotic Action initiative and the Chair in Public Engagement. This covers a likewise agreement for the period commencing 1 October 2012, an agreement that was not instituted as cash flow was robust enough to support activities without a draw on reserves.

In order to ensure compliance with the law as established by the Bribery Act 2010, Council has developed and approved an Anti-Bribery Policy Statement, a copy of which is published on the Society website.

Council remains mindful of the need to ensure funds are dispersed in furtherance of its aims through a range of charitable activities. The Society now has designated funds for future allocation of funds to grant, education and meeting activities. Further, the Society has a restricted fund through which it supports the national programme of resistance surveillance.

Council has charged itself with continuing to examine the range of general, designated and restricted funds it holds to ensure that monies are transferred and dispersed on grants, resistance surveillance, and education and meetings activities in an appropriate and timely fashion.

### **Investments**

The Society investment portfolio is managed by Rathbones Management Investments Ltd, with whom Officers of the Society meet on an annual basis to review and discuss future policy for Society investments. The Society is happy with the performance of its investment company; despite the continued challenged financial climate the investment company still managed the spread of the portfolio to ensure income from investments remained close to the target set by Council (£80,000 per annum).

The charity's investments are managed according to the powers defined by the Memorandum and Articles of Association. A balanced investment portfolio is maintained and the investment advisers have been charged with increasing income from investments whilst protecting the capital value of the fund, this being the policy position of Council agreed in 2004 and reviewed and endorsed in 2009. The Society has placed certain restrictions on the way in which the fund is managed, including precluding investments in named pharmaceutical companies to ensure conflicts of interest, perceived or real, do not arise.

### **Reserves**

The Trustees' policy is to maintain a level of free reserves equivalent to not less than 24 months expenditure, and aim to have a reserve for 36 months expenditure. This policy would enable the Society to remain operational for between 24-36 months (estimated at £3 million against total free reserves of £4,944,877 and fulfill its commitments in terms of grants, education and meetings activities, some of which are subject to a 3-year planning / completion cycle.

### **The future**

The Trustees remain confident that the Society is, through the activities described in this report, meeting and furthering the aims and objectives of the Society. Through careful planning and collaboration with the Membership and relevant external organisations, Trustees will continue to deliver and develop these activities.

The Trustees have a reasonable expectation that the charity will continue in operational existence for the foreseeable future and have, therefore, used the going concern basis in preparing the financial statements.

**Approved by the Trustees and signed on their behalf:**

**DR CONOR JAMIESON**  
**20 March 2014**

# Independent Auditors' report to the members of British Society for Antimicrobial Chemotherapy

We have audited the financial statements of British Society for Antimicrobial Chemotherapy for the year ended 30 September 2013 which comprise the Statement of Financial Activities, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

## Respective responsibilities of trustees and auditor

As explained more fully in the Trustees' Responsibilities Statement, the trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

## Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the charitable company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the trustees; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Trustees report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

## Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 30 September 2013 and of its incoming resources and application of resources, including its income and expenditure, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Trustees' Annual Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the trustees were not entitled to prepare the financial statements in accordance with the small companies regime.

## ELLIOT HARRIS

Senior Statutory Auditor

For and on behalf of  
**CHANTREY VELLACOTT DFK LLP**  
**Statutory Auditor**  
**Chartered Accountants**  
**Russell Square House**  
**10-12 Russell Square**  
**LONDON**  
**WC1B 7LF**

# Statement of financial activities (incorporating an income and expenditure account) for year ended 30 September 2013

	Notes	General funds £	Unrestricted Designated funds £	Restricted funds £	12 months ended 30 Sep 2013 Total funds £	9 months ended 30 Sep 2012 Total funds £
<b>Incoming resources</b>						
<b>Incoming resources from generated funds</b>						
Voluntary income: subscriptions		28,922	-	-	28,922	24,532
Investment income	2	99,597	-	-	99,597	73,848
Rental income		14,326	-	-	14,326	-
Insurance claim		7,783	-	-	7,783	-
		<u>150,628</u>	<u>-</u>	<u>-</u>	<u>150,628</u>	<u>98,380</u>
<b>Incoming resources from charitable activities</b>						
Education	3a	222,490	-	-	222,490	165,054
Communications	3b	1,304,026	-	137,858	1,441,884	1,096,352
Research	3c	-	-	206,787	206,787	151,037
		<u>1,526,516</u>	<u>-</u>	<u>344,645</u>	<u>1,871,161</u>	<u>1,412,443</u>
<b>Total incoming resources</b>		<u>1,677,144</u>	<u>-</u>	<u>344,645</u>	<u>2,021,789</u>	<u>1,510,823</u>
<b>Resources expended</b>						
<b>Costs of generating funds</b>						
Investment management costs		14,012	-	-	14,012	9,668
Property management costs		6,574	-	-	6,574	-
		<u>20,586</u>	<u>-</u>	<u>-</u>	<u>20,586</u>	<u>9,668</u>
<b>Charitable activities</b>						
Education	4	271,691	60,156	198,392	530,239	444,963
Communication		906,472	7,662	-	914,134	712,111
Research		270,648	7,662	297,588	575,898	304,185
		<u>1,448,811</u>	<u>75,480</u>	<u>495,980</u>	<u>2,020,271</u>	<u>1,461,259</u>
<b>Governance costs</b>	8	<u>12,690</u>	<u>-</u>	<u>-</u>	<u>12,690</u>	<u>11,913</u>
<b>Total resources expended</b>		<u>1,482,087</u>	<u>75,480</u>	<u>495,980</u>	<u>2,053,547</u>	<u>1,482,840</u>
<b>Net incoming/(outgoing) resources before transfers</b>						
Transfers between funds	17	195,057	(75,480)	(151,335)	(31,758)	27,983
		<u>(20,000)</u>	<u>20,000</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Net (outgoing)/incoming resources before other recognised gains/losses</b>		<u>175,057</u>	<u>(55,480)</u>	<u>(151,335)</u>	<u>(31,758)</u>	<u>27,983</u>
<b>Other recognised gains and losses</b>						
Realised gains/(losses) on investment assets		(22,048)	-	-	(22,048)	83,903
<b>Net (expenditure)/income for the year</b>		<u>153,009</u>	<u>(55,480)</u>	<u>(151,335)</u>	<u>(53,806)</u>	<u>111,886</u>
Unrealised gains/(losses) on quoted investment assets	11	418,635	-	-	418,635	233,353
<b>Net movement in funds</b>		<u>571,644</u>	<u>(55,480)</u>	<u>(151,335)</u>	<u>364,829</u>	<u>345,239</u>
Total funds brought forward (restated)		<u>4,373,233</u>	<u>922,225</u>	<u>436,625</u>	<u>5,732,083</u>	<u>5,386,844</u>
<b>Total funds carried forward</b>	17	<u>4,944,877</u>	<u>866,745</u>	<u>285,290</u>	<u>6,096,912</u>	<u>5,732,083</u>

The above amounts relate to continuing activities. The attached notes form part of these financial statements.

## Balance sheet as at 30 September 2013

	Notes	30 Sep 2013	30 Sept 2012
		£	£
<b>Fixed assets</b>			
Tangible fixed assets	10	<b>769,240</b>	772,225
Investments	11	<b>4,507,116</b>	4,153,698
		<u><b>5,276,356</b></u>	<u>4,925,923</u>
<b>Current assets</b>			
Debtors	12	<b>238,866</b>	303,626
Investments - short term deposits	13	<b>475,945</b>	445,286
Cash at bank and in hand		<b>653,168</b>	781,672
		<u><b>1,367,979</b></u>	<u>1,530,584</u>
<b>Creditors:</b> amounts falling due within one year	14	<b>(547,423)</b>	(724,424)
<b>Net current assets</b>		<u><b>820,556</b></u>	<u>806,160</u>
<b>Net assets</b>	16	<u><b>6,096,912</b></u>	<u>5,732,083</u>
<b>Unrestricted funds</b>			
General fund	17	<b>4,944,877</b>	4,373,233
Designated funds	17	<b>866,745</b>	922,225
		<u><b>5,811,622</b></u>	<u>5,295,458</u>
<b>Restricted funds</b>	17	<u><b>285,290</b></u>	<u>436,625</u>
		<u><b>6,096,912</b></u>	<u>5,732,083</u>

These financial statements have been prepared in accordance with the special provisions for small Companies under Part 15 of the Companies Act 2006 and with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Approved by the Board of Trustees and authorised for issue on 28 February 2014 and signed on its behalf by:

**DR CONOR JAMIESON**

The attached notes form part of these financial statements.

Company number 04443910

# Notes to the financial statements for the year ended 30 September 2013

## 1. Accounting policies

The accounting policies adopted by the Society are as detailed below:

### (a) Basis of preparation

The financial statements have been prepared in accordance with the Companies Act 2006, applicable accounting standards and the Statement of Recommended Practice, Accounting and Reporting by Charities (SORP 2005) issued in March 2005. They have been prepared under the historical cost convention subject to the revaluation of investment assets.

### (b) Incoming resources

All income is shown in the financial statements on a receivable basis.

### (c) Quoted investments and investment property

Quoted investments are stated at market value at the period end. Gains and losses on disposal and revaluation of investments are charged or credited to the SOFA.

In accordance with SSAP19, investment properties are revalued annually and the aggregate surplus or deficit is transferred to the revaluation reserve. No depreciation is provided in respect of investment properties. The Companies Act 2006 requires all properties to be depreciated. However, this requirement conflicts with the generally accepted accounting principle set out in SSAP19. The Trustees consider that, because these properties are not held for consumption but for their investment potential, to depreciate them would not give a true and fair view.

### (d) Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the Balance Sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the Statement of Financial Activities.

### (e) Donated services

No value has been attributed as amounts involved, where an objective value can be determined, are not material.

### (f) Depreciation

Fixed assets are depreciated over their expected useful lives on the straight line basis using the following rates per annum:

Freehold property excluding land	2%
Leasehold property	2%
Computer and other equipment	25%

Fixed assets are capitalised when the cost of a relevant asset exceeds £1,000.

### (g) Grant awards

Grants are awarded to individuals and are reflected in the Statement of Financial Activities when authorised by the Grants Committee.

### (h) Allocation of income and expenditure

Income and expenditure is allocated directly to the charitable activity in respect of which it was incurred.

Where this is not possible, certain expenditure is allocated fairly across the net activities it encompasses. Indirect staff costs have been allocated based on time spent. Other indirect costs have been allocated between the charitable activities: education; communication and research (1/3:1/3:1/3) reflecting the activities to which they relate. Expenditure is accounted for on an accruals basis.

Governance costs comprise audit, Council expenses and other costs in connection with the strategic management and governance of the Charity.

## Notes to the financial statements for the year ended 30 September 2013

### 1. Accounting policies (continued)

#### (i) Pension costs

The charity contributes to a defined contribution scheme for employees. The cost of the contributions is charged to the Statement of Financial Activities (SOFA) when the cost is incurred.

#### (j) Fund accounting

Funds held by the charity are either:

- *Unrestricted general funds* – these are funds that can be used in accordance with the charitable objects at the discretion of the Trustees.
- *Restricted funds* – these are funds that can only be used for particular restricted purposes within the objects of the Charity. Restrictions arise when specified by the donor or when funds are raised for particular restricted purposes.
- *Designated funds* – these are funds set aside by the Trustees out of unrestricted general funds for specific future purposes or projects.

Further explanation of the nature and purpose of each fund is included in the note 16 to the financial statements.

The restricted funds balance at 30 September 2012 has been restated to reflect under allocated expenditure on the resistance surveillance project in prior years which had been spent from general funds.

### 2. Investment income

	12 months ended 30 Sep 2013	9 months ended 30 Sept 2012
	£	£
Interest on bank deposit accounts	1,050	1,068
Income from fixed asset investments	<u>98,547</u>	<u>72,780</u>
	<u>99,597</u>	<u>73,848</u>

### 3. a) Education

	12 months ended 30 Sep 2013	9 months ended 30 Sept 2012
	£	£
Educational Grant	47,736	-
Terry Hennessey grant	2,692	-
<b>Meeting income</b>		
OPAT	58,922	44,547
Educational workshops	39,024	19,993
Spring meeting	33,375	26,510
Residential workshops	20,920	-
Antibiotic Action	14,521	-
ARM 2012	1,236	-
Quality Improvement	903	-
ESGAP March 2012	-	75,487
Other meetings/workshops	<u>3,161</u>	<u>(1,483)</u>
	<u>222,490</u>	<u>165,054</u>

### b) Communication income

	12 months ended 30 Sep 2013	9 months ended 30 Sept 2012
	£	£
Income arising from the society journal and supplements	1,304,026	995,660
Resistance surveillance income (40% of total)	<u>137,858</u>	<u>100,692</u>
	<u>1,441,884</u>	<u>1,096,352</u>

## Notes to the financial statements for the year ended 30 September 2013

### c) Research income

	12 months ended 30 Sep 2013	9 months ended 30 Sep 2012
	£	£
Resistance surveillance income (60% of total)	<u>206,787</u>	<u>151,037</u>

### 4. Analysis of resources expended on charitable activities

	Note	Education	Communication	Research	Total 12 months ended 30 Sep 2013	Total 9 months ended 30 Sep 2012
		£	£	£	£	£
Direct costs						
Meetings	5	202,808	-	-	202,808	263,586
Sensitivity testing		34,798	52,197	-	86,995	90,001
Resistance surveillance		215,992	-	323,988	539,980	200,802
Journal - editorial fees		-	112,464	-	112,464	106,494
Journal - editorial board expenditure		-	1,103	-	1,103	1,267
Journal - direct publishing expenses		-	297,997	-	297,997	216,214
Research grants	6	-	-	161,368	161,368	125,974
Working parties	7	-	-	31,960	31,960	6,820
Staff costs	9b					
Indirect		20,156	65,507	15,117	100,780	71,876
Direct		13,020	341,401	-	354,421	257,838
Other indirect allocated costs 9a		43,465	43,465	43,465	130,395	120,387
		<u>530,239</u>	<u>914,134</u>	<u>575,898</u>	<u>2,020,271</u>	<u>1,461,259</u>
30 September 2012		<u>444,963</u>	<u>712,111</u>	<u>304,185</u>		

### 5. Education - meetings

	12 months ended 30 Sep 2013	9 months ended 30 Sep 2012
	£	£
OPAT	24,061	125,497
Educational workshops	26,874	(170)
Spring meeting	24,890	37,527
Antibiotic Action	59,386	-
ARM 2012	16,988	-
Quality Improvement	3,013	-
ESGAP 2012	(415)	66,146
Science Fairs	15,000	11,734
ICAAC and ESAC	7,546	1,944
FIS	6,593	-
User Group Days	5,832	-
ECCMID	1,342	12,946
TUN/Antibiotic day	-	5,915
Other	11,698	2,047
	<u>202,808</u>	<u>263,586</u>

## Notes to the financial statements for the year ended 30 September 2013

6. Research grants	12 months ended 30 Sep 2013 £	9 months ended 30 Sep 2012 £
Travel grants	9,042	6,728
Project grants	15,290	10,000
Research grants	97,496	95,911
Vacation grants	6,540	6,540
Education	-	27,066
PhD	25,000	50,000
Overseas scholarship	8,000	12,800
	<u>161,368</u>	<u>209,045</u>
Grants cancelled/not taken up*	-	(83,071)
	<u>161,368</u>	<u>125,974</u>

\* This figure represents the cumulative total of all funds unspent against grants awarded from 2005-2012. All grant awardees are required to claim all funds within a period not exceeding 18 months from the date on which funding was awarded. Amounts written back for 2011-2012 were for very small amounts of money which represent discrepancies between amounts requested for travel grants and actual receipted costs. This amount was written back to the BSAC accounts and will no longer appear as a liability under the grants headings.

In 2013 there were 7 grants to individuals and 1 grant to an institution totalling £7,542 (2012: 5 grants totalling £5,228).

Grants to institutions were as follows:

	12 months ended 30 Sep 2013 £	9 months ended 30 Sep 2012 £
University of London	-	48,090
Durham University	48,204	-
University of Cambridge	5,290	-
University of Aberdeen	-	2,300
University of Liverpool	10,000	32,500
Kingston University (2 grants)	10,300	-
Norwich Research Park	1,940	-
University of Central Lancashire	2,300	-
Cardiff University	-	5,300
Imperial College London	25,000	25,000
London School of Hygiene & Hospital Issues	-	47,821
University of Manchester	-	27,066
University of Coventry (2 grants)	-	4,240
Rayne Institute	-	10,000
Royal College of Surgeons in Ireland	-	1,500
McMaster University	49,292	-
Queen Mary University London	1,500	-
	<u>153,826</u>	<u>203,817</u>

## Notes to the financial statements for the year ended 30 September 2013

### 6. Research grants (continued)

Total amounts awarded are cumulative and may comprise one or more of the following types of award: Project Grant (up to £10,000), Research Grant (£10,001 - £60,000), Overseas Scholarships and Vacation Grants (£2,000). Further details are noted in the trustees' report.

7. Working parties	12 months ended 30 Sep 2013 £	9 months ended 30 Sep 2012 £
Standing Committee on VGA	8,000	-
Resistance Surveillance	976	571
Sensitivity Testing Travel	2,496	725
Cochrane review	-	1,490
ICED Guidelines	3,644	-
Endocarditis	80	121
Appropriate prescribing	6,826	2,820
TDM working party	2,018	1,093
MDR Gram-negative	7,920	-
	<u>31,960</u>	<u>6,820</u>

8. Governance costs	12 months ended 30 Sep 2013 £	9 months ended 30 Sep 2012 £
<b>Council:</b>		
Travel	5,190	4,154
Other	-	259
	<u>5,190</u>	<u>4,413</u>
<b>Audit</b>	<u>7,500</u>	<u>7,500</u>
	<u>12,690</u>	<u>11,913</u>

16 Trustees (2012: 20) were reimbursed a total of £6,603 (2012: £6,470) for travel and other necessary costs incurred during the year in connection with the work of the Charity.

The Trustees received no remuneration (2012: nil) for their services during the year.

### 9a) Other indirect allocated costs

Other indirect allocated costs principally comprise professional fees, computer costs, depreciation, premises and accommodation costs of the Society's Headquarters.

In total the following indirect costs were incurred and have been allocated as follows:

	12 months ended 30 Sep 2013 £	9 months ended 30 Sep 2012 £
Education	43,465	40,129
Communication	43,465	40,129
Research	43,465	40,129
	<u>130,395</u>	<u>120,387</u>

## Notes to the financial statements for the year ended 30 September 2013

9b) <b>Staff costs</b>	<b>12 months ended 30 Sep 2013</b>	<b>9 months ended 30 Sep 2012</b>
	£	£
Wages and salaries	<b>330,551</b>	241,610
Employer's national insurance	<b>36,698</b>	27,059
Pension costs	<b>87,952</b>	61,045
	<hr/>	<hr/>
	<b>455,201</b>	329,714
	<hr/>	<hr/>

Note 4 shows the allocation of staff costs by charitable activity.

The average number of employees during the period was 9 (2012: 9).

There were 2 employees earning over £60,000 per annum during the period (2012: 2).

Both employees participated in the pension scheme and contributions for these staff members amounted to £27,899 (2012: £27,729).

In addition to the above, the charitable company was charged; £53,375 (2012: £40,030) by Public Health England for providing the services of the Editor in Chief; £43,925 (2012: £32,391) by North Bristol NHS Trust for providing the services of two staff on the resistance surveillance project; and £17,888 from Sandwell and West Birmingham NHS Trust and £30,721 from Public Health Wales for the provision of sensitivity testing staff.

10. <b>Tangible fixed assets</b>	<b>Freehold Property incl refurbishment costs</b>	<b>Website, Computer &amp; other equipment</b>	<b>Total</b>
	£	£	£
<b>Cost:</b>			
At 1 October 2012	822,438	115,630	938,068
Additions	-	20,000	20,000
	<hr/>	<hr/>	<hr/>
At 30 September 2013	<b>822,438</b>	<b>135,630</b>	<b>958,068</b>
	<hr/>	<hr/>	<hr/>
<b>Depreciation:</b>			
At 1 October 2012	66,198	99,645	165,843
Charge for year	15,016	7,969	22,985
	<hr/>	<hr/>	<hr/>
At 30 September 2013	<b>81,214</b>	<b>107,614</b>	<b>188,828</b>
	<hr/>	<hr/>	<hr/>
<b>Net book value:</b>			
At 30 September 2013	<b>741,224</b>	<b>28,016</b>	<b>769,240</b>
	<hr/>	<hr/>	<hr/>
At 30 September 2012	756,240	15,985	772,225
	<hr/>	<hr/>	<hr/>

11. <b>Fixed asset investments</b>	<b>30 Sep 2013</b>	<b>30 Sep 2012</b>
	£	£
<b>Investment property</b>		
At 1 October 2012	<b>265,000</b>	265,000
	<hr/>	<hr/>
Market value at 30 September 2013	<b>265,000</b>	265,000
	<hr/>	<hr/>

The investment property was revalued as at 31 December 2008 to the open market value. In the opinion of the Trustees, the value of the investment property should remain at £265,000.

## Notes to the financial statements for the year ended 30 September 2013

If the leasehold property had not been revalued, they would have been included on the historical cost basis at the following amounts:

<b>Cost:</b>	<b>£</b>
At 1 October 2012 & 30 September 2013	401,698
<b>Depreciation:</b>	
At 1 October 2012	99,438
Charge for year	8,034
At 30 September 2013	<b>107,472</b>

<b>Net book value:</b>	
At 30 September 2013	<b>294,226</b>
At 30 September 2012	302,260

<b>Quoted investments at market value</b>	<b>30 Sep 2013</b>	30 Sep 2012
	£	£
At 1 October 2012	<b>3,888,698</b>	3,474,403
Additions	<b>575,861</b>	561,185
Disposals	<b>(641,078)</b>	(380,243)
Net unrealised investment gains/(losses)	<b>418,635</b>	233,353
At 30 September 2013	<b>4,242,116</b>	3,888,698
<b>Total market value of investments</b>	<b>4,507,116</b>	4,153,698
<b>Historical cost of investments</b>	<b>3,351,318</b>	3,227,954

<b>Quoted investments</b>	<b>30 Sep 2013</b>		30 Sep 2012	
	Cost	Market value	Cost	Market value
	£	£	£	£
Fixed interest securities UK	<b>718,165</b>	<b>781,784</b>	743,836	850,875
Equities UK	<b>1,138,143</b>	<b>1,994,818</b>	1,107,767	1,769,428
Equities overseas	<b>940,167</b>	<b>1,301,787</b>	815,285	1,124,156
Alternatives	<b>153,206</b>	<b>163,727</b>	159,368	144,239
	<b>2,949,681</b>	<b>4,242,116</b>	2,826,256	3,888,698

12.	<b>Debtors</b>	<b>30 Sep 2013</b>	30 Sep 2012
		£	£
	Resistance surveillance debtors	<b>24,960</b>	20,898
	Trade debtors	<b>51,330</b>	24,651
	Prepayments and accrued income	<b>49,479</b>	17,281
	Other debtors	<b>113,097</b>	240,796
		<b>238,866</b>	303,626

## Notes to the financial statements for the year ended 30 September 2013

13.	<b>Current asset investments - short term deposits</b>	<b>30 Sep 2013</b> £	30 Sep 2012 £
	Bank deposits	404,199	403,181
	Amounts held by stockbrokers	71,746	42,105
		<u>475,945</u>	<u>445,286</u>
14.	<b>Creditors: amounts falling due within one year</b>	<b>30 Sep 2013</b> £	30 Sep 2012 £
	Accruals and deferred income (note 15)	170,222	296,025
	Grants	279,389	335,357
	Other taxes and social security	31,778	28,630
	Pension	8,237	6,612
	Other creditors	57,797	57,800
		<u>547,423</u>	<u>724,424</u>
15.	<b>Deferred income</b>	<b>30 Sep 2013</b> £	30 Sep 2012 £
	As at 1 October 2012	37,573	143,625
	Amount released to incoming resources	(37,573)	(143,625)
	Amount deferred in the year	16,198	37,573
	At 30 September 2013	<u>16,198</u>	<u>37,573</u>

Deferred income comprises meetings involved in advance for 2013/14 and also income received from the society journal in advance in 2012.

16.	<b>Analysis of net assets between funds</b>	<b>Tangible fixed assets</b>	<b>Investments</b>	<b>Current assets less liabilities</b>	<b>Total</b>
		£	£	£	£
	General funds	-	4,507,116	437,761	<b>4,944,877</b>
	Designated funds	769,240	-	97,505	<b>866,745</b>
	Restricted funds	-	-	285,290	<b>285,290</b>
		<u>769,240</u>	<u>4,507,116</u>	<u>820,556</u>	<u>6,096,912</u>

## Notes to the financial statements for the year ended 30 September 2013

17. Funds	Restated Balance at 30 September 2012 £	Incoming resources £	Outgoing resources £	Transfers £	Investment profits £	Balance at 30 September 2013 £
<b>Restricted funds</b>						
Resistance surveillance	436,625	<b>344,645</b>	<b>(495,980)</b>	-	-	<b>285,290</b>
	436,625	<b>344,645</b>	<b>(495,980)</b>	-	-	<b>285,290</b>
<b>Unrestricted funds</b>						
Designated funds:						
Tangible fixed asset	772,225	-	<b>(22,985)</b>	<b>20,000</b>	-	<b>769,240</b>
Public engagement	150,000	-	<b>(52,495)</b>	-	-	<b>97,505</b>
	922,225	-	<b>(75,480)</b>	<b>20,000</b>	-	<b>866,746</b>
General fund	4,373,233	<b>1,677,144</b>	<b>(1,482,087)</b>	<b>(20,000)</b>	<b>396,587</b>	<b>4,944,877</b>
	5,732,083	<b>2,021,789</b>	<b>(2,053,547)</b>	-	<b>396,587</b>	<b>6,096,912</b>

The restricted fund is for the Resistance Surveillance Project, representing finances that are committed to complete Respiratory and Bacteraemia Resistance Surveillance studies. The balance at 30 September 2012 has been restated to reflect under allocated expenditure on the project in prior years which had been spent from general funds.

The designated tangible fixed asset fund represents the extent to which funds are invested in the Charity's freehold premises and other tangible assets in use by the charity.

The public engagements fund represents funds set aside for activities over the next couple of years to ensure the Society is well and better placed to serve the needs of the public, be that through direct engagement or representing their interests to professional or political audiences.

The transfer between the general fund and the tangible fixed asset designated fund represents fixed assets purchased during the year.

## Memorandum of Association

- 1 The name of the company (hereinafter called "the Society") is "**BRITISH SOCIETY FOR ANTIMICROBIAL CHEMOTHERAPY**".
- 2 The registered office of the Society will be situate in England and Wales.
- 3 The objects for which the Society is established ("the Objects") are to facilitate the acquisition and dissemination of knowledge in the field of antimicrobial chemotherapy .
- 4 In furtherance of the Objects, but not otherwise, the Society may exercise the following powers:-
  - 4.1 to institute or assist in instituting, and provide continuing support for, any research in furtherance of the Objects;
  - 4.2 to cause to be written, published, produced and circulated, and to encourage contributions to and publication and production of, periodicals, journals, books, papers, abstracts, pamphlets, posters and other documents and films, videos, recorded tapes and communications in any medium;
  - 4.3 to provide, equip and manage libraries and sources of information in any medium and rooms for the benefit of members of the Society and others;
  - 4.4 to co-operate with persons carrying on research relating to antimicrobial chemotherapy in any part of the world;
  - 4.5 to act as a consultative body on antimicrobial chemotherapy to any Government Department, public or private institution or body of persons on matters pertaining to the Objects;
  - 4.6 to endow Chairs, Readerships, Scholarships, Fellowships and Lectureships at, and provide other support to, appropriate institutions to facilitate the conduct of study and research in furtherance of the Objects;
  - 4.7 to disseminate the useful results of research in furtherance of the Objects;
  - 4.8 to sponsor and hold meetings, symposia, conferences, lectures, classes, seminars, courses and exhibitions either alone or with others;
  - 4.9 to award scholarships, bursaries and prizes in connection with the Society's objects;
  - 4.10 to foster and promote contacts and exchange of information and ideas among persons working in the field of antimicrobial chemotherapy, medical practitioners and other health professionals and the public and to provide a forum to this end;
  - 4.11 to take such steps as may be required for the purpose of procuring contributions to the funds of the Society by way of subscriptions, donations, devises, bequests, grants, subventions or otherwise, provided that in raising funds the Society shall not undertake any taxable trading activities the profits of which are liable to tax;
  - 4.12 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Society;
  - 4.13 to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property or rights, and to construct, alter, improve, develop, manage and maintain any of the same as are necessary or convenient for the Objects and (subject to such consents as may be required by law) sell, let or otherwise dispose of, turn to account or charge any such real or personal property as may be thought expedient in furtherance of the Objects;
  - 4.14 to apply for, purchase or otherwise acquire and hold or use any patents, copyrights, trade marks, design rights and other intellectual property rights, licences, concessions and the like, conferring any right to use or publish any information, and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired;
  - 4.15 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Society;
  - 4.16 to borrow or raise money for the purposes of the Society on such terms and (subject to such consents as may be required by law) on such security as may be thought fit;
  - 4.17 subject to the provisions of Clause 5 below, to employ such staff (not being members of the Council) 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 to or on behalf of employees, their widows or widowers and other dependants;
  - 4.18 to invest the moneys of the Society not immediately required for the Objects in or on such investments, securities or property and in such manner as may be thought fit and to dispose of or otherwise deal with any investments so made;
  - 4.19 to make any donation either in cash or assets for the furtherance of the Objects;
  - 4.20 to establish and support or aid in the establishment or support of, subscribe to or become a member of any charitable trust, association or institution having charitable purposes in any way connected with all or any of the Objects or calculated to further any of the Objects and to guarantee money for charitable purposes in any way connected with all or any of the Objects or calculated to further all or any of the Objects;
  - 4.21 to undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may promote the Objects;
  - 4.22 to co-operate or associate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
  - 4.23 to acquire and undertake all or any part of the property, assets, liabilities and engagements of any persons, trusts, corporations, associations or other bodies pursuing the Objects;

- 4.24 to amalgamate with any charity operating in furtherance of the Objects or similar charitable purposes;
  - 4.25 to insure and arrange insurance cover for and to indemnify employees, voluntary workers and members from and against all such risks incurred in the course of the performance of their duties in relation to the Society, provided that such persons shall not be indemnified against any wilful or individual fraud and shall be sought to be made liable for such acts;
  - 4.26 to establish subsidiary companies;
  - 4.27 to pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society;
  - 4.28 to do all such other lawful things as are necessary for the achievement of the Objects or any of them.
- 5** The income and property of the Society shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Society and no member of Council shall be appointed to any office of the Society paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society provided that nothing in this document shall prevent the payment in good faith by the Society:
- 5.1 of reasonable and proper remuneration to any member, officer or employee for the Society (not being a member of Council) for any services rendered to the Society;
  - 5.2 of interest at a reasonable and proper rate on money lent to the Society or of reasonable and proper rent for premises demised or let to the Society by any member or employee of the Society or member of Council;
  - 5.3 to any employee or member of Council or of a committee or sub-committee of the Council for reasonable and proper out-of-pocket expenses;
  - 5.4 of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Society or of Council may be a member holding not more than one hundredth part of the issued share capital of that company;
  - 5.5 of any premium in respect of any indemnity insurance to cover the liability of the members of the Council or of any committee which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society: Provided that any such insurance shall not extend to any claim arising from any act or omission which the members of the Council or of any committee knew to be a breach of trust or breach of duty or which was committed by the members of the Council or of any committee in reckless disregard of whether it was a breach of trust or breach of duty or not and Provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the members of Council in their capacity as members of the Council.
- 6** The liability of the members is limited.
- 7** Every member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Society's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 8** If upon the winding up or dissolution of the Society there remains after satisfaction of its debts and liabilities any property, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other charitable institution or institutions having objects similar to the Objects, which prohibits or prohibit the distribution of its or their income and property to an extent at least as great as imposed on the Society by Clause 5 above, such institution or institutions to be determined by the members of the Society at or before the time of dissolution and, if that cannot be done, then to some charitable object.

# Articles of Association

## 1 DEFINITIONS AND INTERPRETATION

1.1 In these Articles the following words and expressions shall have the following meanings:

**“the Articles”** these Articles of Association of the Society;

**“clear days”** in relation to a period of notice means the 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;

**“communication”** as defined by in the Electronic Communications Act 2000 (as modified or re-enacted from time to time);

**“the Companies Act”** the Companies Act 1985 including any statutory modification or re-enactment of any of its provisions for the time being in force;

**“the Council”** the board of directors of the Society for the time being;

**“electronic communication”** as defined in the Electronic Communications Act 2000 (as modified or re-enacted from time to time);

**“the General Secretary”** the Secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary;

**“Member”** a member of the Society for the time being whether an Ordinary Member, Honorary Member or Retired Member;

**“the Registered Office”** the registered office of the Society;

**“the Regulations”** the regulations of the Society made by the Council pursuant to Article 78 or any other Article;

**“the Society”** the company known as “British Society for Antimicrobial Chemotherapy”;

**“the Unincorporated Society”** the unincorporated association known as “British Society for Antimicrobial Chemotherapy”;

**“United Kingdom”** Great Britain and Northern Ireland;

**“in writing”** written, printed, lithographed, photographed or partly one and partly another, or produced by other modes of representing or reproducing words in a visible form.

1.2 Words importing the singular number shall include the plural number, and vice versa; words importing the masculine gender shall include the feminine gender; and words importing persons shall include corporations.

1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act or any statutory modification or re-enactment of the Companies Act in force at the date of the adoption of the Articles.

## 2 OBJECTS

The Society is established for the objects expressed in the Memorandum of Association of the Society.

## 3 THE TRUSTEES AND DIRECTORS

The members of the Council (but excluding co-optees to the Council) are charity trustees within the definition of the Charities Act 1993 (as modified or re-enacted from time to time) and also directors of the Society as the persons having the general control and management of the administration of the Society.

## 4 MEMBERS

The first Ordinary Members shall be the subscribers to the Memorandum of Association and those other persons who are ordinary members of the Unincorporated Society at the date of incorporation of the Society. The first Honorary Members and the first Retired Members shall be respectively those who honorary members and retired members of the Unincorporated Society at the date of incorporation of the Society.

5 There shall be the following classes of Members of the Society:

5.1 Ordinary Members

5.2 Honorary Members

5.3 Retired Members

6 A person shall not be eligible to be elected as an Ordinary Member unless he is engaged in research or education in, or development or clinical use of, antimicrobial chemotherapeutic agents.

7 Ordinary Members shall be elected by the Council in accordance with the Regulations and the names of Ordinary Members elected shall be disclosed at the Annual General Meeting next following their election.

8 Honorary Members shall be elected by Ordinary and Retired Members at an Annual General Meeting of the Society in accordance with the Regulations.

9 An Ordinary Member may become a Retired Member in accordance with the Regulations.

10 Subject to the provisions of the Articles, the Council shall by Regulations prescribe the eligibility criteria and the conditions for the acceptance for each class of Membership, the procedures for application and election to each class of Membership and the privileges of Membership.

11 The rights and privileges of every Member shall be personal to himself, shall not be transferable and shall cease on death.

12 A Register shall be kept at the Registered Office in which shall be entered the name and address of every Member.

13 13.1 All Ordinary Members and Honorary Members shall be entitled to attend, speak and vote at General Meetings of the Society.

13.2 Retired Members shall be entitled to receive notice of General Meetings and to attend and speak, but not vote, at General Meetings.

**TERMINATION OF MEMBERSHIP**

- 14** A Member shall cease to be a Member if:
- 14.1 by at least one month's notice in writing to the General Secretary he resigns his membership;
- 14.2 the Council or any committee of the Council, after due enquiry, resolves that the interests of the Society so require.
- 15** In the event of any Member ceasing to be a Member under Articles 14 or 17 his name shall be removed from the Register and he will not be entitled to describe himself as being a Member or to any of the privileges of a Member.

**FEES AND SUBSCRIPTIONS**

- 16** The fees and subscriptions for the different categories of membership shall be such sums (if any) as shall be set by the Council and shall be due on the date or dates prescribed by the Council. The Council may set different rates for different classes of Members.
- 17** A Member who is in arrears with any fee or subscription due from him and who has been notified in writing by the Council shall cease to be a Member in accordance with the Regulations and his name shall be removed from the Register of Members. The Treasurer, if authorised to do so by the Regulations, may waive or lower the sum demanded.
- 18** A Member shall remain liable to pay to the Society all fees and subscriptions due up to the date on which he ceased to be a Member.
- 19** A Member, who is in arrears with any fee or subscriptions or other sum due from him to the Society, shall not be entitled to exercise any voting rights and may have his other privileges of membership suspended in accordance with the Regulations.

**REINSTATEMENT**

- 20** Where any Member has ceased to be a Member for any reason, that person may only be reinstated as a Member if re-elected in accordance with Articles 7 or 8.

**GENERAL MEETINGS**

- 21** The Society shall hold a General Meeting in every calendar year as its Annual General Meeting in addition to any other General Meetings in the year. The Annual General Meeting shall be held on the date and at the time and place determined by the Council, and it shall be specified to be the Annual General Meeting in the notice calling it. Not more than fifteen months shall elapse between one Annual General Meeting and the next provided that so long as the Society holds its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year.
- 22** All General Meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings.
- 23** 23.1 The President or the Council may whenever he or it thinks fit call General Meetings and, on the requisition of not less than 5% of the Ordinary Members and Honorary Members, shall forthwith proceed to convene an Extraordinary General Meeting.
- 23.2 Any requisition shall express the object of the meeting proposed to be called and shall be left at the Registered Office.
- 23.3 Upon receipt of such requisition the General Secretary shall forthwith proceed to convene an Extraordinary General Meeting. If he does not convene one within 28 days from the date of the requisition, the requisitionists or requisitionists may themselves convene an Extraordinary General Meeting.

**NOTICE OF GENERAL MEETINGS**

- 24** An Annual General Meeting and an Extraordinary General meeting shall be called by at least twenty one clear days' notice. A General Meeting may, however, be called by a shorter notice if it so agreed:
- 24.1 in the case of an Annual General Meeting, by all the Members entitled to attend and vote; and
- 24.2 in the case of any other meeting by a majority in number of Members having a right to attend and vote, being a majority together holding not less than 95 percent of the total voting rights at the meeting of all the Members.
- The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.
- The notice shall be given to all the Members, the members of Council and the auditors.
- 25** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

**PROCEEDINGS AT GENERAL MEETINGS**

- 26** No business shall be transacted at any General Meeting of the Society unless a quorum of Members is present at the time when the meeting proceeds to business. Thirty persons being Ordinary Members or Honorary Members entitled to vote upon the business to be transacted and being present in person or by a proxy shall be a quorum at any General Meeting.
- 27** If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting, if convened on the requisition of Members, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place or to such other day not less than seven and not more than twenty eight days after the meeting and at the time and place as the Council may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present in person or by a proxy shall form a quorum (subject to being not less than twenty persons being Ordinary Members or Honorary Members and otherwise the meeting shall be dissolved).

- 28** The President, if any, or in his absence one of the other Officers present shall preside as the chairman at Annual General Meetings and Extraordinary General Meetings, but if neither the President nor any other Officer be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members of Council present shall elect one of their number to be chairman but if there is no member of Council present and willing to act, the Ordinary Members and Honorary Members present shall elect one of their number to be chairman.
- 29** The chairman of any General Meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 30** A resolution put to the vote of a General Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll or secret ballot is duly demanded. Subject to the provisions of the Companies Act, a poll or secret ballot may be demanded:
- 30.1 by the chairman of the meeting; or
- 30.2 by at least three Members having the right to vote at the meeting; or
- 30.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting and a demand by a person as a proxy for a Member shall be the same as a demand by the Member.
- 31** Unless a poll or secret ballot is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 32** The demand for a poll or a secret ballot may be withdrawn before the poll or the secret ballot is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll or a secret ballot shall not invalidate the result of a show of hands declared before the demand for the poll or the secret ballot was made.
- 33** A poll or secret ballot shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll or the secret ballot. The result of the poll or secret ballot shall be deemed to be the resolution of the meeting at which the poll or secret ballot is demanded.
- 34** In the case of an equality of votes, whether on a show of hands or on a poll or a secret ballot the chairman of the General Meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 35** No poll or secret ballot shall be demanded on the election of a chairman of a meeting or on a question of adjournment. A poll or secret ballot demanded on any other question shall be taken at such time and place as the chairman directs not being more than thirty days after the poll or secret ballot is demanded. The demand for a poll or secret ballot shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll or secret ballot is demanded. If a poll or secret ballot is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 36** No notice need be given of a poll or secret ballot not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll or secret ballot is to be taken.
- 37** A resolution in writing signed or approved by letter, telex or facsimile transmission by or on behalf of all the Members who would have been entitled to vote upon it if it had been proposed at a General Meeting shall be as valid and effectual as if it had been passed at a General Meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed by or on behalf of one or more Members.

#### **VOTES OF MEMBERS**

- 38** On a show of hands every Ordinary Member and Honorary Member present in person shall have one vote and on a poll or secret ballot every Ordinary Member and Honorary Member present in person or by proxy shall have one vote. A proxy must be an Ordinary Member or Honorary Member. No other Members shall be entitled to vote.
- 39** No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 40** The appointment of a proxy shall be in the form prescribed by the Council signed by the appointor or his duly authorised attorney.
- 41** The appointment of a proxy (and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy) shall:
- 41.1 (in the case of an instrument in writing) be deposited at the Registered Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the proxy proposes to vote; or
- 41.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications,
- 41.2.1 in the notice convening the meeting; or
- 41.2.2 in any instrument of proxy sent out by the Society in relation to the meeting; or
- 41.2.3 in any invitation contained in an electronic communication to appoint a proxy issued by the Society in relation to the meeting,
- be received at such address not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

41.3 in the case of a poll or secret ballot be deposited or received as aforesaid not less than twenty four (24) hours before the time appointed for the taking of the poll or the secret ballot

and in default of the deposit, delivery or receipt in a manner aforesaid the appointment of a proxy shall be treated as invalid.

The appointment of a proxy shall be treated as invalid twelve (12) months from its date of execution.

**42** A vote given or poll or secret ballot demanded by a proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll or secret ballot or death of the appointor unless notice of the determination or death was received by the Society at the Registered Office or at such other place within the United Kingdom at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll or secret ballot demanded or (in the case of a poll or a secret ballot taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll or the secret ballot.

**43** In Articles 41 and 42 "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

#### **POWERS OF THE COUNCIL**

**44** The business of the Society shall be managed by the Council who may exercise all such powers of the Society as are not required to be exercised by the Society in General Meeting. Any such requirement may be imposed either by the provisions of the statutes for the time being in force and affecting the Society or by the Articles, but no amendment to the Articles shall invalidate any prior act of the Council which would have been valid if that amendment had not been made.

#### **COMPOSITION OF THE COUNCIL**

**45** The Council shall consist of:

45.1 the Officers

45.2 a maximum of ten Ordinary Council Members or such other maximum number (being not less than four) as may be determined by the Society in General Meeting.

**46** The first Officers and other members of Council shall be the subscribers to the Memorandum of Association who shall hold the offices and for the terms set out in the Regulations.

#### **ELECTION OF ORDINARY COUNCIL MEMBERS**

**47** A person will only be eligible to be elected an Ordinary Council Member if he is an Ordinary Member of the Society.

**48** The Ordinary Council Members shall be elected by the Ordinary Members by postal ballot.

**49** The procedure for the nomination and election of Ordinary Council Members shall be defined in the Regulations.

**50** The results of the election of Ordinary Council Members shall be declared at the Annual General Meeting immediately following their election. The election of new Ordinary Council Members as aforesaid shall take effect as from the close of the Annual General Meeting, when the retiring Ordinary Council Members shall be deemed to retire.

**51** An Ordinary Council Member shall hold office for a term of three years from the date of his election, at the end of which he shall retire, but shall be eligible for re-election when he has been out of office for one year. For the purposes of this Article and Articles 60, 61 and 63 a "year" shall mean the period between the end of one Annual General Meeting and the end of the next Annual General Meeting of the Society.

**52** The Council shall have power at any time to appoint any Ordinary Member of the Society to be a member of Council, to fill a casual vacancy in the Ordinary Council Members. Any member of Council so appointed shall hold office only until the next following Annual General Meeting but he shall then be eligible for re-appointment or re-election to the Council.

**53** The Society may by ordinary resolution, of which special notice shall have been given in accordance with Section 379 of the Companies Act, remove any member of Council before the expiration of his period of office notwithstanding anything in the Articles or in any agreement between the Society and such member of Council. The Society may by ordinary resolution appoint another person in place of a member of Council removed under this Article.

#### **THE OFFICERS**

**54** The Officers of the Society shall be:

54.1 the President

54.2 the Vice President

54.3 the Treasurer

54.4 the General Secretary

54.5 the Education Secretary

54.6 the Grant Secretary

54.7 and the holder of not more than one other office(if any) as may be determined by the Council.

The Council may prescribe the duties of the Officers.

**55** No person may at any time hold more than one of the offices.

**56** A person will only be eligible to be elected an Officer if he is an Ordinary Member of the Society.

**57** All Officers shall be elected by the Council by secret ballot. The procedure for the nomination and election by secret ballot of such Officers shall be as defined in the Regulations.

**58** The results of the election shall be declared at the Annual General Meeting next following the ballot. The election of Officers as aforesaid shall take effect as from the close of the Annual General Meeting, when the retiring Officers (if any) shall be deemed to retire.

- 59** The duties of the General Secretary shall include those applicable to a secretary under the Companies Act.
- 60** All Officers (other than the Vice President and the President) shall hold office for a period of three years from their election, at the end of which they shall retire but, subject to the prior approval by the Council, be eligible for re-election for one further term of three years.
- 61** The President shall be elected one year in advance of taking up office as President and during that year shall be the Vice President of the Society. The President shall hold office for a period of three years, at the end of which he shall retire and not be eligible for re-election to that office. The immediate past-President shall hold office as Vice President of Society for two years following his retirement as President.
- 62** Upon completion of their term or terms of office, Officers shall not be eligible to stand for re-election to their previous office.
- 63** Vacancies in office shall be treated as follows:
- 63.1 In the event of the vacation of office pursuant to Article 76 or death of the President, during his third year in office, the Vice President (President-Elect) shall take up office immediately as President for the remainder of the un-expired term and shall then proceed to serve his three year term as President.
- 63.2 In the event of the vacation of office pursuant to Article 76 or death of the President during either the first and second year in office, Article 61 shall be suspended (until the election by the Council of the President under Article 63.3 and subject to the provisions of that Article) and Article 63.3 shall be enacted.
- 63.3 On the occurrence of the event in Article 63.2 the Vice-President (Past-President) shall immediately become President until such time as the next President is elected by the Council by secret ballot in accordance with the procedure for the nomination and election of Officers as defined in the Regulations and pursuant to Article 58, following which the said Vice-President (Past President) shall serve in office as Vice President (Past President) for further two years. The President so elected by the Council shall hold office for a period of three years, at the end of which he shall retire and not be eligible for re-election to that office.
- 63.4 The Council may at any time elect a person to fill a vacancy in any Office, save for the office of President the procedure for which is as defined in Articles 63.1 to 63.3, and such person must be an Ordinary Member. Any person so elected shall hold office until the next Annual General Meeting.

#### **CO-OPTees**

- 64** The Council shall have the power at any time to co-opt to the Council any person who is an Ordinary Member or Honorary Member. Any person so co-opted shall hold office until the next Annual General Meeting but may then be co-opted at any time thereafter. Any person so co-opted and the Editor in Chief shall be entitled to attend and speak at any meeting of the Council but not to vote on any question arising at a Council meeting.

#### **PROCEEDINGS OF THE COUNCIL**

- 65** Subject to the provisions of the Articles, the Council may regulate their proceedings as they think fit. The President or any three members of Council may, and on the request of the President or any three members of Council, the General Secretary shall, at any time summon a meeting of the Council by serving at least twenty eight days' notice (or such shorter notice period as may be agreed by all members of the Council) on each member of Council at his address.
- 66** Questions arising at a meeting of the Council shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 67** The quorum for the transaction of the business of the Council may be fixed by the Council and, unless fixed, shall not be less than seven members of Council, at least four of whom shall be Ordinary Council Members.
- 68** The President, or in his absence, a member of Council nominated by the President, shall chair all meetings of the Council at which he shall be present, but if at any meeting neither the President nor such nominee is willing to preside or neither is present within five minutes after the time appointed for holding the meeting, the Council present shall elect one of their number to chair the meeting.
- 69** The Council may delegate any of its powers to committees consisting of such persons as the Council may think fit. All such committees shall, in the exercise of powers so delegated, conform to any regulations imposed on them by the Council. The meetings and proceedings of all committees shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and except where these Articles or any regulations of the Council otherwise provide. All committees shall fully report their acts and proceedings to the Council as soon as is reasonably practicable.
- 70** All acts bona fide done by the Council or any of its committees, or by any person acting as a member of Council, shall, despite the later discovery that there was some defect in the appointment or continuance in office of any member of Council or of any committee or that he was disqualified, be as valid as if every such person had been duly appointed, had duly continued in office and was qualified to be a member of Council or member of the relevant committee.
- 71** The Council shall cause proper minutes to be made of the proceedings of all meetings of the Society, the Council and its committees, and all business transacted at such meetings. Any such minutes, if purporting to be signed by the chairman of the meeting or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in the minutes.
- 72** The Council may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of members of the Council, the Council may act for the purpose of increasing the number of members of Council to that number or of summoning a General Meeting of the Society but for no other purpose.
- 73** A resolution in writing of the Council or of any of its committees signed or approved by letter, telex, facsimile transmission or cable by all the members of Council or all the members of the committee entitled to receive notice of a meeting of the Council or of its committees shall be as valid and effective as if it had been passed at a meeting of the Council or (as the case may be) its committees duly convened and held. Such a resolution may consist of several documents in the same form, each signed or approved by one or more members of Council or members of the committees of the Council, as the case may be.
- 74** All or any of the members of Council or any committee of the Council may participate in a meeting of the Council or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other (subject to the Council previously approving the use of such means). A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest of the group of those participating is assembled, or, if there is no such group where the chairman of the meeting then is.

**EXPENSES**

- 75** Members of the Council and of committees of the Council shall be entitled to be reimbursed proper and reasonable travelling and other out-of-pocket expenses incurred in attending meetings of the Council or of such committees or General Meetings of the Society or otherwise incurred in or about the affairs of the Society.

**DISQUALIFICATION OF MEMBERS OF COUNCIL**

- 76** The office of a member of Council shall be vacated if he:
- 76.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 76.2 becomes incapable by reason of mental disorder, illness or injury of managing or administering his property or affairs; or
  - 76.3 resigns his office by written notice to the General Secretary; or
  - 76.4 becomes disqualified by law from acting as the trustee of a charity or as a company director; or
  - 76.5 is removed from office by a resolution of the Society duly passed pursuant to Article 53 or Section 303 of the Companies Act; or
  - 76.6 is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of his interest as required by Section 317 of the Companies Act; or
  - 76.7 is absent without the permission of the Council for three consecutive meetings of the Council and the Council resolves that his office be vacated; or
  - 76.8 ceases to be a Member.

**PATRONS OF THE SOCIETY**

- 77** The Council may from time to time invite persons who are eminent and distinguished to accept the office of Patron of the Society. Such persons shall enjoy such privileges as the Council may confer upon them, but shall not be entitled to vote on any motion at any of the meetings of the Council, of any committees or at any General Meeting.

**REGULATIONS**

- 78** The Council may from time to time make such regulations as it may think fit and add to, repeal or vary any such regulations. All regulations so made and for the time being in force shall be binding on all Members and the Council shall adopt such means as it may think fit to bring such regulations to the notice of Members. Regulations may concern the following subjects:
- 78.1 the procedure at General Meetings and meetings of the Council and its committees insofar as such procedure is not regulated by the Articles;
  - 78.2 the procedure for, and the conduct of, nominations and elections of Officers and other members of Council insofar as not regulated by the Articles;
  - 78.3 any other subjects which the Articles provide may be covered by Regulations;
  - 78.4 generally all such matters as are commonly the subject matter of company rules or bye-laws
- provided that no regulation shall contravene any of the provisions of the Memorandum of Association of the Society, the Articles or the Companies Act.

**THE SEAL**

- 79** The common seal of the Society shall only be used by the authority of a resolution of the Council or of a committee of the Council authorised for the purpose by the Council. Every document to which the common seal is affixed shall be signed by at least two persons appointed by the Council for such purpose.

**ACCOUNTS**

- 80** The Council shall cause proper accounting records to be kept in accordance with Section 221 of the Companies Act.
- 81** The accounting records of the Society shall be kept at the Registered Office, or subject to Section 222 of the Companies Act, at such other place or places as the Council shall think fit, and shall always be open to inspection by the members of Council.
- 82** The Council may by Regulations impose reasonable restrictions as to the time and manner at and in which the accounting records of the Company may be inspected by the Members and subject to these restrictions the accounting records shall be open to inspection by the Members during usual business hours.

**AUDIT**

- 83** Any appointment of Auditors required by the Companies Act and the duties of such auditors (if required) shall be regulated in accordance with Sections 236, 237, 241 and 384 of the Companies Act, the members of the Council being treated as the directors mentioned in those sections.

**BANK ACCOUNT**

- 84** Any bank account in which any part of the assets of the Society is deposited shall be operated by the Council and shall indicate the name of the Society. All cheques, negotiable instruments and orders for the payment of money from such account shall be signed in such manner as the Council shall from time to time determine.

**INVESTMENTS**

- 85** The Council shall have the power to employ as a professional investment manager for the Society any person who is entitled to carry [out an investment business under the provisions of the Financial Services Act 1986] OR [on a regulated activity under the provisions of the Financial

Services and Markets Act 2000] (or any statutory modification or re-enactment thereof) and to delegate to any such manager ("the Manager") the exercise of all or any of the power of investments on such terms and at such reasonable remuneration as the Council may see fit but always subject to the following:-

- 85.1 Delegated powers shall be exercisable only within the clear policy guidelines drawn up in advance by the Council;
- 85.2 Every transaction carried out by the Manager under delegated powers shall be reported to the next meeting of the Council or any committee designated by the Council for such purpose;
- 85.3 The Council shall be entitled at any time and without notice to review, revoke or alter the delegation or the terms thereof;
- 85.4 The Council will be bound to review the arrangements for delegation at least once in every 12 months;
- 85.5 The Manager shall keep the Council informed on a regular basis of the performance of the investment portfolio managed by the Manager.

**86** The Council may:

- 86.1 make such arrangements as they think fit for any investments of the Society or income from those investments to be held by a corporate body which is incorporated in England or Wales (or which has established a branch or a place of business in England and Wales) as the Council's nominee; and
- 86.2 pay reasonable and proper remuneration to any corporate body acting as the Council's nominee in pursuance of this Article.

#### **INDEMNITY**

**87** Subject to the provisions of the Companies Act, every member of Council, or other officer or auditor of the Society, shall be indemnified out of the assets of the Society against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

#### **DISSOLUTION**

**88** Clause 8 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if its provisions were repeated in the Articles.

#### **NOTICES**

- 89** Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Council or of any of its committees) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.
- 90** The Society may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by giving it using electronic communications to an address for the time being notified to the Society by the member.
- 91** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 72 hours (120 hours if sent by airmail) after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.
- 92** In Articles 89 and 90 "address" in relation to electronic communications includes any number or address used for the purpose of such communications.