

RULES

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[Irish Biological Inorganic Chemistry Society (IBICS)]

1. **Name**

The name of the Body is [*The Irish Biological Inorganic Chemistry Society*].

2. **Main Object**

3. The main object for which **Irish Biological Inorganic Chemistry Society** was established for the promotion of research and education in this field by providing annual scientific meetings and support for academics, research staff and postgraduate students who are working in the scientific interdisciplinary interface between biology and inorganic chemistry in the country of Ireland, all of which will be available at **low cost**.

4. **Subsidiary Objects**

As objects incidental and ancillary to the attainment of the Main Object, the Body shall have the following subsidiary objects:

- [(i) To promote and advance learning, education and research in the field of Biological Inorganic Chemistry
- (ii) To extend, increase and disseminate knowledge of Biological Inorganic Chemistry research at the interface between the fields of biology, chemistry, physics, medicine and other related disciplines.
- (iii) To affiliate or join in activity with any other charitable body, institution or society whose interests and objects are similar, ancillary or considered to be helpful to the objects of the Society.
- (iv) To receive and apply donations, subscriptions and funds from persons and organisations designed to promote the objectives aforesaid, or any of them, and to hold funds in trust for same.
- (v) To do all such things as are incidental or the Society may think conducive to the attainment of the above objectives or any of them].

5. **Powers**

The Body shall have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

- 5.1 To solicit and procure and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding

of lotteries in accordance with the law for the purpose of promoting the Main Object.

- 5.2 To establish and support any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Body shall consider calculated to promote its Main Object.
- 5.3 To make application on behalf of the Body to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 5.4 To invest any moneys of the Body not immediately required for the use in connection with its Main Object and to place any such moneys on deposit; prior permission to be obtained from the Revenue Commissioners where the Body intends to accumulate funds over a period in excess of two years for any purposes.
- 5.5 To open one bank account and to draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 5.6 To insure any or all of the charity trustees against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- 5.7 To do all such other lawful things as the Body may think incidental and conducive to the foregoing Main Object.

6. Income and Property

- 6.1 The income and property of the Body shall be applied solely towards the promotion of Main Object(s) as set forth in these Rules. No portion of the Body's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Body.
- 6.2 No member shall be appointed to any office of the Body paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Body. However, nothing shall prevent any payment in good faith by the Body of:
 - (a) reasonable and proper remuneration to any member or servant of the Body (not being a Member) for any services rendered to the Body;
 - (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by committee members or other members of the Body to the Body;

- (c) reasonable and proper rent for premises demised and let by any member of the Body (including any committee member) to the Body;
- (d) reasonable and proper out-of-pocket expenses incurred by any Committee Member in connection with their attendance to any matter affecting the Body;
- (e) Fees, remuneration or other benefit in money or money's worth to any company of which a Committee Member may be a member holding not more than one hundredth part of the issued capital of such company.
- (f) Nothing shall prevent any payment by the Body to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

7. Additions, alterations or amendments

The Body must ensure that the Charities Regulator has a copy of its most recent Rules. If it is proposed to make an amendment to the Rules of the Body which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

8. Winding Up

If upon the winding up or dissolution of the Body there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Body. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Body. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Body under or by virtue of Clause 6 hereof. Members of the Body shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

9. Members

The members of the Body shall be (i) the founding members (trustees) named at the end of these Rules and (ii) the elected committee and (iii) such other persons as the

society shall from time to time admit to membership and as shall sign a written consent through formal registration to become a member. The number of the charity members shall be not less than three (3).

There shall be 3 classes of membership (Ordinary, Postdoctoral and Postgraduate) which shall be open to persons of any nationality, except that, in accordance with these general principals, a person may be elected to honorary Membership on the basis of distinction in his or her field, and/or service to the society. Honorary Membership should not normally exceed 20 persons.

10. **Subscriptions**

(i) The Annual Subscription for members shall be set by the General Meeting on the recommendation of the society committee. The Annual Subscription for students shall be at least one half that of ordinary members of the Society.

(ii) Annual subscriptions shall be payable in advance of the annual scientific meeting in each year. Whatever time a person applies for election to the membership the full annual subscription will apply for the current year. Provided that if he/she applies for membership after the annual scientific meeting in any year the first subscription required will apply from that meeting date for that year.

(iii) Any member whose subscription is more than two years overdue (and who has been informed of this fact by the Treasurer) shall cease to be a member unless the Committee otherwise decide.

11. **Rights of Members**

Membership of the Body is not transferable and shall cease:-

- (a) on the member's death or bankruptcy;
- (b) if the member resigns by serving notice in writing to the president, vice-president or secretary at their principal place of business.

12. **General Meetings**

12.1 The Body shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the committee and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting. The business of the annual general meeting shall include: (a) consideration of the annual accounts; (b) consideration of the annual report; (c) the election and re-election of committee Members.

- 12.2 All general meetings other than annual general meetings shall be known as extraordinary general meetings.
- 12.3 The committee may convene an extraordinary general meeting. If, at any time, there are not sufficient committee members capable of acting to form a quorum, any committee member may convene an extraordinary general meeting.
- 12.4 The quorum for general meetings shall be [*10 members*].
- 12.5 The president of the committee shall preside as chairperson at every general meeting of the Body, if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Committee Members present shall elect one of their number to be chairperson of the meeting.
- 12.6 If at any meeting no Committee Member is willing to act as chairperson or if no Committee Member is present within 15 minutes after the time appointed for holding the meeting, the members of the Body present shall choose one of their numbers to be chairperson of the meeting.
- 12.7 The chairperson may, with the consent of any 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. However, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 12.8 Where there is an equality of votes the chairperson of the meeting shall be entitled to a second or casting vote.

13. **Matters Reserved to the General Meeting**

None of the following matters may be brought into effect unless the same shall have been approved at a general meeting of the Body:-

- (a) to make any alteration, addition or amendment to these Rules;
- (b) to wind up the Body;
- (c) to remove a committee member;
- (d) to incur capital expenditure, whether on one or more projects, in excess of €[500] in any calendar year;
- (e) to incur borrowings in excess of €[1000];

- (f) to appoint a new trustee of the Body pursuant to Rule 20;
- (g) to change the name of the Body.

14. Notice of General Meetings

14.1 A meeting of the Body, other than an adjourned meeting, shall be called:

- (a) in the case of the annual general meeting, by not less than 14 days' notice;
- (b) in the case of an extraordinary general meeting, by not less than 7 days' notice.

14.2 Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, the notice shall be deemed to have been given on the expiration of 24 hours following posting.

14.3 In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.

14.4 The notice of a meeting shall specify the place, date and time of the meeting and the general nature of the business to be transacted at the meeting.

14.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at the meeting.

15. Votes of Members of the body

Where a matter is being decided, every member of the body that is present in person shall have one vote, but so that no individual member shall have more than one vote.

16. The Charity Trustees

16.1 The number of the charity trustees shall be not less than three (3) and unless and until determined by the Body in general meeting, not more than [5] ([Five]). The Charity trustees shall be:

[Professor Orla Howe, Professor Celine Marmion; Professor Michael Devereux]

16.2 No remuneration shall be payable to any of the charity trustees in respect of his/her services.

- 16.3 The office of Charity trustee shall be vacated if a charity trustee ceases to be qualified for the position under section 55 of the Charities Act, 2009.

17. The Committee

- 17.1 The affairs of the Society shall be managed by the Committee which shall be the governing body of the Society and which will act on behalf of the Society within the rules of the Society.
- 17.2 The Committee will consist of: president, vice-president, Past-president, Hon. Secretary, Hon. Treasurer, and a minimum of three ordinary members. Office bearers will be elected by the committee from those duly elected to serve on the committee as described in 17 below.
- 17.3 Only members of the body shall be eligible to hold office as Committee members.
- 17.4 A member of the Committee may resign his office at any time by giving notice in writing to the Committee.
- 17.5 The existing members of the Committee may from time to time appoint any member of the Society to be an additional member of the Committee to fill a casual vacancy. Any member so appointed shall retain his office only until the next Committee elections, at this time he/she shall be eligible for re-election.

18. Election of the committee

- 18.1 Nomination for any vacancies on the committee will be requested from the membership by the secretary not less than 14 days before each General meeting at which committee elections are required as per regulations 12 (v – viii), Where possible the committee membership should reflect the Institutions in Ireland at which Biological and/or Inorganic chemistry is being conducted.
- 18.2 Election of the Committee shall take place by ballot at the General Meeting. All attending members of the Society are eligible to vote. Members who wish to may vote by email or in writing.
- 18.3 In giving notice of a General Meeting, the Secretary shall submit a list of the Committee, indicating the number of Committee Meetings each member has attended and distinguishing those eligible for re-election, and shall request nominations for the new Committee.
- 18.4 Any member shall be entitled to nominate another member for the committee, provided the nominee has consented to stand and is eligible for the office. Nominations shall be seconded by one other member and shall be received in

writing (including email) not less than fourteen days before the date of the General Meeting.

- 18.5 All members of the Committee shall be elected for a period of **three years**, to run from the first Annual General meeting, provided that:
- 18.6 The Secretary, the Treasurer and the three ordinary members shall be eligible for re-election provided that they do not serve in those respective offices for more than two consecutive three-year periods unless requested to by a quorum of the committee.
- 18.7 The President and vice-president shall serve in these offices for consecutive two-year periods. Normally the vice-president will succeed the president for the following two years and the president will remain on the committee for a further two years as Past president.
- 18.8 Any Committee member who has served in one office of the Committee shall be eligible to serve in another office in the next three-year period, provided that he/she does not serve on the Committee for more than three consecutive three-year periods.
- 18.9 The Society may, by a resolution adopted at a General Meeting, remove any member of the Committee before the expiration of his/her period of office and may appoint another member in his/her place.

19. **Accounts**

- 18.1 The Committee shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the Society, (b) all sales and purchases by the Society, (c) all assets and liabilities of the Society.
- 18.2 At each General Meeting the Committee shall present to the members of the Society an account of income and expenditure since the last General Meeting.
- 18.3 The Committee shall have the accounts of the Society professionally audited not less than every three years.

20. **Notices**

A notice may be given by the Body to any member either personally or by sending it by post or email to the member at his or her registered address or email address (or, if not so registered, then to the address or email address of the member last known to the Body).

21. **Trustees for the purpose of holding property of the Body**

The property of the Body shall be vested in and held by the Trustees for the time

being of the Body upon trust for the Body as beneficial owner, to be dealt with at all times as and only as the committee may, in accordance with the main objects, direct. The Trustees shall be indemnified out of the assets of the Body against present and future liabilities, actions, proceedings, claims, demands, duties and taxes and all other costs and expenses whatsoever in respect of the trust property. The Trustees shall not be required to incur any expenditure in respect of the trust property unless and until money shall have been provided by the committee for that purpose. The number of the Trustees shall be not less than three.

We, the several persons whose names and addresses are subscribed, wish to form the body or association herein named.

Names, Addresses and Signatures of Founding Members

Prof. Orla Howe, 30 Ash Park Court, Lucan, Co. Dublin

Prof. Celine Marmion, 'Newnham', Erskine Avenue, Greystones, Co. Wicklow.

Prof. Michael Devereux, Rathasker Road, Jiginstown, Naas, Co. Kildare.

CELINE MARMION

Michael Devereux

ORLA HOWE

Celine Marmion

The block contains two handwritten signatures in black ink. The top signature is for Celine Marmion, written in a cursive style. The bottom signature is for Michael Devereux, also in a cursive style.