



Company Number: 3565643

*FEMS is a Charity,  
registered in England and  
Wales (No. 1072117)*

*FEMS is a Company Limited  
by Guarantee (No. 3565643)*

# MEMORANDUM OF ASSOCIATION

of

**THE FEDERATION OF EUROPEAN MICROBIOLOGICAL SOCIETIES**

INCORPORATED ON 18 may 1998

**FEMS**

*FEMS Central Office  
Poortlandplein 6  
2628 BM Delft  
The Netherlands  
Tel: +31-15-278 5604  
Fax: +31-15-278 5696  
Email: [fems@  
fems-microbiology.org](mailto:fems@fems-microbiology.org)  
[www.fems-microbiology.org](http://www.fems-microbiology.org)*

Ref: GMS.FEMS  
Date: September 2001

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Subscribers to the Company

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No 3565643

The Companies Acts 1985 and 1989  
Company Limited by Guarantee and Not Having a Share Capital  
MEMORANDUM OF ASSOCIATION  
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Incorporated the 18<sup>th</sup> day of May 1998

1. The name of the company ('the Company') is The Federation of European Microbiological Societies.
2. The registered office of the Company will be situated in England and Wales.
3. The objects for which the Company is established are the advancement of research and education in the science of microbiology within Europe, for example, by encouraging joint activities and facilitating communication among microbiologists, supporting meetings and laboratory courses and publishing books and journals.
4. The Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
  - 4.1 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company;
  - 4.2 to raise funds and to invite and receive contributions provided that in raising funds the Company shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
  - 4.3 to acquire, alter, improve and (subject to such consent as may be required by law) to charge or otherwise dispose of property;
  - 4.4 subject to clause 5 below to employ such staff, who shall not be directors of the Company, as are necessary for the proper pursuit of the objects set out above and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
  - 4.5 to establish or support any charitable trusts, associations or institutions formed for all or any of the objects set out above;
  - 4.6 to co-operate with other charities, voluntary bodies and statutory authorities operating in the furtherance of the object set out above or similar charitable purposes and to exchange information and advice with them;
  - 4.7 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company; and
  - 4.8 to do all such other lawful things as are necessary for the achievement of the objects set out above.

Provided that:

- 4.8.1 in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;



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4.8.2 the Company's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;

5. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no director of the Company shall be appointed to any office of the Company paid by salary of fees, or receive any remuneration or other benefit in money or money's worth from the Company.

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Provided that nothing herein shall prevent any payment in good faith by the Company:

- 5.1 of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion;
- 5.2 of reasonable and proper remuneration to any member, officer or servant of the Company (not being a director) for any services rendered to the Company and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Company;
- 5.3 of interest on money lent by a member or director of the Company at a rate per annum not exceeding two percentage points less than the base lending rate for the time being of the Company's clearing bankers or 3% whichever is the greater;
- 5.4 to any director of reasonable out-of-pocket expenses;
- 5.5 of fees, remuneration or other benefit in money or money's worth to a Company of which a member of the Company or a director may be a member holding not more than one hundredth part of the capital of such Company;
- 5.6 of reasonable and proper rent for premises demised or let by any member of the Company or any director.

6. The liability of the members is limited.

7. Every member society of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while it is a member, or within one year after it ceases to be a member, for payment of the debts and liabilities of the Company contracted before it 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, such amount as may be required not exceeding GBP 1.

8. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable body or bodies having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of clause 5 above, such body or bodies to be determined by the members of the Company at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some other charitable body.

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WE the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of the Memorandum of Company.

Names, addresses, and descriptions of subscribers

1. Society for Applied Microbiology: Honorary President and FEMS Delegate

(Dated 5 May 1998)  
Professor R A Herbert  
Department of Biological Sciences  
University of Dundee  
Dundee, DD1 4HN  
United Kingdom

*Witnessed by Secretary to the Head of Department:*

Miss A K Nicoll  
Department of Biological Sciences  
University of Dundee  
Dundee, DD1 4HN  
United Kingdom

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2. Association of Medical Microbiologists: Secretary and FEMS Delegate

(Dated 5 May 1998)  
Dr Judith Richards  
Public Health Laboratory  
Bawthorpe Road  
Norwich, NR2 8TX  
United Kingdom

*Witnessed by:*

T W Burgess  
Laboratory Administrator  
Public Health Laboratory  
Bawthorpe Road  
Norwich, NR2 8TX  
United Kingdom

3. Society for General Microbiology: International Secretary and FEMS Delegate

(Dated 5 May 1998)  
Professor J W Almond  
School of Animal & Microbial Sciences  
The University of Reading  
Whiteknights PO Box 228  
Reading, RG6 6AJ  
United Kingdom

*Witnessed by Secretary:*

Mrs M E Pembroke  
School of Animal & Microbial Sciences  
The University of Reading  
Whiteknights PO Box 228  
Reading, RG6 6AJ  
United Kingdom

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