

Standing Orders for Company Administration



1. The affairs of the Company shall be conducted by a Council whose members shall comprise the members of the Executive Committee, the delegates or the deputies nominated in writing by Member Societies, the representatives of Affiliated Organisations, and any other members co-opted by the Council.
2. The Member Societies and Affiliated Organisations belonging to FEMS, their rights, fees, ability to vote at Council meetings and their eligibility for benefits shall be defined as follows.
 - 2.1. Member Societies: Societies with a main or partial interest in microbiology, their delegates vote.
 - 2.1.1. Full Member: Full fee, eligible for benefits.
 - 2.1.2. Provisional Member: Partial fee, they remain members for a limited acquainting period decided by Council then they must decide whether to take up full membership or not, eligible for benefits.
 - 2.1.3. Associate Member: Partial fee, partially eligible for benefits.
 - 2.2. Affiliated Organisations: Organisations such as enterprises, agencies, institutions, their representatives can attend and speak at Council but cannot vote.
 - 2.2.1. Corresponding Member: Fee, partially eligible for benefits upon payment.
3. Each Member Society of the Company shall nominate one delegate to the Council. If the delegate nominated by a Member Society cannot attend a meeting of the Council, then that Member Society may nominate a deputy-delegate. The Council may co-opt to the Council up to two additional members for the term of three years, who shall have the right to vote. Co-opted members may not serve for a second successive term. Affiliated Organisations shall have the right to send one representative to Council Meetings.
4. The Council shall elect officers to form the Executive Committee. These officers shall be the directors of the Company and shall have day-to-day control of the running of the Company. The Executive Committee shall consist of the following officers: a President, a Vice President, a Secretary General, a Treasurer, a Publications Manager, a Grants Secretary and Member(s) at Large, at least one of whom shall be known as Congress Coordinator, who shall each serve for a term of three years. None of the aforementioned officers shall be the delegate of a Member Society. The following conditions shall apply to the terms of office of the officers.
 - 4.1. The President and Vice President shall each serve for one three year term and the Vice President shall be elected on the understanding that he or she shall succeed to the office of President at the end of the term of Vice Presidency.
 - 4.2. The Congress Coordinator shall not be eligible for re-election, but this officer's term may be extended so that he or she can deal with the business for one FEMS congress only. A second Congress Coordinator may be elected to serve concurrently to deal with the business for a second congress as necessary.
 - 4.3. The Publications Manager and Treasurer shall be eligible for re-election for two further terms of three years.
 - 4.4. All other officers shall be eligible for re-election for only one further term of three years.
 - 4.5. No officer may serve for a total period in any combination of posts for more than nine consecutive years; there must be a gap of three years or more between non-consecutive terms.
5. Any member of any Member Society whose subscription is not in arrears may be nominated for a position on the Executive Committee. A nomination shall be proposed and seconded by Member Societies from two different countries. The Executive Committee may nominate a candidate.
6. A nomination for a position on the Executive Committee, accompanied by a brief *curriculum vitae* of the nominee, shall be transmitted by the delegate of the nominating Society to the Secretary General before January 31 of the calendar year in which the

FEMS Central Office
Keverling Buismanweg 4
2628 CL Delft
The Netherlands
T +31-15-269 3920
F +31-15-269 3921
E fems@fems-microbiology.org
I www.fems-microbiology.org



Registered Charity,
(No. 1072117)
Company Limited by Guarantee
(No. 3565643)
Registered in England

Standing Orders for Company Administration



nomination will be considered. All nomination details and *curricula vitae* of candidates shall be transmitted to all delegates at least four months in advance of the Council Meeting.

7. If there is only one nominee for an Office, he or she shall be elected by a simple majority vote of the Council. Where more than one person is nominated for a single post, an election shall be held. The election shall take place after the proposers of the candidates have made statements in support of their nominee, who shall not be present in the council chamber during the proposal and election of the director. The election shall be determined by simple majority vote of the members of the Council in a secret ballot. In the event of a tied vote it may be annulled by the President, and after further discussion put to the Council for a second ballot. If after a second ballot the vote is still tied the winner will be decided by drawing lots.
8. In exceptional circumstances if so appointed by Council and to ensure continuity of the administration of the Company any director may continue to serve in his/her appointed office for a further one, two or three years, providing the maximum terms defined earlier are not exceeded by more than one year.
9. In the event of an incidental vacancy occurring on the Executive Committee, a replacement shall be appointed by the Executive Committee. The replacement shall hold office only for the remainder of the term of the director whom he or she has replaced and shall then be eligible for re-election.
10. Subject to the agreed policy of the Council, the administration of the Company shall be performed by the Executive Committee. Between meetings of the Council, the Executive Committee shall be empowered to act on behalf of the Council and to enter into contracts. Major proposed changes in policy, especially in relation to financial affairs, shall be notified to Member Societies by the Secretary General at least four months before the Council Meeting at which the proposals are to be discussed.
11. The Executive Committee may set up sub-committees, normally known as Boards, to act on its behalf in various areas of FEMS activity. These Boards shall have at least one member of the Executive Committee acting as their Chair and shall normally have at least one delegate representative from a Full Member society serving on the Board and other such persons as the Executive sees fit. The Chair of these Boards can co-opt additional members as required to do business. These Boards shall conduct the business for which they have been established and their powers and the powers of their Chair to enter into contracts and other agreements (e.g. confidentiality agreements) shall be defined by the Executive Committee. Important financial commitments shall only be entered into by these Boards with the agreement of the Executive Committee.
12. It shall be the duty of the Treasurer to ensure that proper accounting records are kept, and that financial statements are prepared with respect to all sums of money received and expended by the Company, all sales and purchases by the Company and the assets and liabilities of the Company so that such financial statements shall give a true and fair view of the state of affairs of the Company. The Treasurer, and such other persons appointed by the Executive Committee for the purpose, shall have the power to open bank and other financial accounts in the name of the Company and shall be empowered to sign cheques and direct the transfer of funds belonging to the Company as necessary for the achievement of the objectives of the Company. All such actions and transactions shall be subject to scrutiny and report by the Auditor of the Company.
13. The powers of investment by the Company for the purpose of achieving its aims shall not be limited by the Trustees Investments Act 1961.

FEMS Central Office
Keverling Buismanweg 4
2628 CL Delft
The Netherlands
T +31-15-269 3920
F +31-15-269 3921
E fems@fems-microbiology.org
I www.fems-microbiology.org



Registered Charity,
(No. 1072117)
Company Limited by Guarantee
(No. 3565643)
Registered in England

Standing Orders for Company Administration



14. Any monies of the Company not needed immediately for the ordinary purposes of the Company may, by way of investment, be used:
 - 14.1. for the purchase of securities of any Government, Local Authority, statutory undertaking or company quoted on a recognised Stock Exchange the Council of which is a member of the Federation of Stock Exchanges.
 - 14.2. for placing on deposit with any banker, a public authority, institution or company in the United Kingdom or in the European Union, or European country of origin of a Member Society of the Federation, whose normal businesses include the acceptance of such deposits.
15. The Company may appoint an Archivist, nominated by the Executive Committee, whose duty shall be the preservation of selected documents and materials relating to the activities of the Company.

*FEMS Central Office
Keverling Buismanweg 4
2628 CL Delft
The Netherlands
T +31-15-269 3920
F +31-15-269 3921
E fems@fems-microbiology.org
I www.fems-microbiology.org*

A large, vertical, light green logo consisting of the letters 'FEMS' stacked on top of each other in a bold, sans-serif font.

*Registered Charity,
(No. 1072117)
Company Limited by Guarantee
(No. 3565643)
Registered in England*