

# **CONSTITUTION OF THE BRITISH SOCIETY FOR MATRIX BIOLOGY GENERAL**

1. The Society shall be called the British Society For Matrix Biology.

2. A. The mission of the Society shall be as follows:

a) To advance the science of connective tissue and related subjects;

b) To further public education therein;

c) To promote study and research work on connective tissues and related areas and to publish the results of such study and research

B. In furtherance of the above-mentioned mission but not further or otherwise, the Society shall have the following powers:

a) To diffuse information on all matters affecting connective tissue and related subjects and to establish, print, publish, issue, circulate and sell such papers, magazines, journals, books, periodicals and publications as shall be necessary to attain the mission or that are in any way beneficial to the work of the Society;

b) To act as an authoritative body for the purpose of consultation in matters of public and professional interest concerning connective tissue and related subjects;

c) To undertake and execute any charitable Trusts which may be lawfully undertaken by the Society;

d) To invest the moneys of the Society not immediately required for working purposes in such investments, including land, as the Executive Committee shall from time to time determine;

e) To establish and support or aid in the establishment and support of any charitable institutions having missions similar to those of the Society and to subscribe or guarantee money for charitable purposes in any way calculated to further the Society's missions;

f) To hold seminar, lectures, discussion groups, conferences and symposia;

g) To borrow and raise money for the purposes and for the promotion of the objects of the Society on such terms as the Executive Committee shall consider expedient in the interests of the Society;

h) To raise and invite and receive contributions from any person or persons whatsoever by way of subscriptions, donations and otherwise providing that the Society shall not undertake any permanent trading activities in raising funds for its

primary charitable mission;

i) To make grants to young scientists to enable them to attend meetings;

j) To do all such things as shall further the above-mentioned missions or any of them.

### **OFFICERS AND EXECUTIVE COMMITTEE**

3. The Honorary Officers of the Society shall be a Chairman, a Secretary and a Treasurer.

4. There shall be an Executive Committee of the Society consisting of the officers and of six other elected members. A quorum shall be six members, including two officers of the Society.

5. The Executive Committee shall prepare the Agenda for meetings of the Society, and between meetings shall act as necessary on behalf of the Society; it shall report on any such actions, as indicated, to the next meeting of the Society.

6. The Officers of the Society and the other members of the Executive Committee shall be elected by ballot for a period of three years. Nominations may be made by the Committee or by any two ordinary members and shall be sent together with the written consent of the nominee to the Secretary, so as to reach him/her at least two months before the Annual General Meeting at which the position is to be filled. Such nominations shall be circulated to the membership where an election is required (if the number of nominations exceeds the number of vacant places). Ballots may be held at the AGM, or by post or electronic media. If other nominations are not received for the filling of vacancies, the Committee's nominees shall be deemed elected.

7. The Chairman, Secretary and Treasurer shall not normally hold that office for a term of more than three years. In any case, they shall not hold that office for more than six consecutive years, but they shall be eligible for election to any other office in the Society.

8. Each year the two ordinary members of the Committee most senior in order of election shall retire from office and shall not be eligible for re-election for one year, except that he or she shall be eligible for election as one of the Officers of the Society.

9. Any vacancy occurring in the committee other than by annual retirement may be filled by another member of the Society to be elected by the Committee. The Committee will have power to co-opt additional members.

### **MEMBERSHIP**

10. The Society shall consist of Ordinary Members engaged in or directing work of the nature indicated in Item 2A (or undertaking shortly to become so active), of Honorary Members, of Student Members and of Retired Members.

11. A candidate for Ordinary Membership or Student Membership of the Society may be proposed by two current members, to whom he or she is known personally. For applicants who are not able to identify existing BSMB members to support their application, the names and qualifications (a recent curriculum vitae) of these candidates must be sent to the Secretary together with the membership application form provided for this purpose, and the applications will then be assessed by the Executive Committee. A list of all approved candidates will be announced in the Society's newsletter, Connective Issues.

12. When a person has been elected a member of the Society, the Secretary shall inform him/her of his election and shall refer him/her to the website for the rules of membership.

13. The Executive Committee shall have the power to recommend to the AGM the termination of a membership if such termination appears to them to be in the interests of the Society. The member shall have the option to appeal against this termination at the AGM for a final decision by members.

14. A student Member shall be a bona fide research student, engaged in work of the nature indicated in Item 2A.

15. The Society may have Honorary Members. Nominations for Honorary Membership shall be presented by the Executive Committee for approval by members at the AGM.

16. Members may become Retired Members when they reach retiring age and not in paid employment, and should normally have been Ordinary Members for at least seven years.

## **FINANCE**

17. Members shall pay to the Society an annual subscription, **payable in advance**, due on 1<sup>st</sup> January, the amount of such subscription being determined at an Annual General Meeting of the Society and continuing in force until changed at a subsequent one. The Committee shall have the power to terminate membership if a member fails to pay his subscription after due notice has been given. Honorary Members shall not pay the annual subscription, and Retired Members will pay a concessionary rate of subscription.

18. The funds and estates of the Society shall be derived from the annual subscriptions of members, donations, grants and other endowments accepted by the Executive committee on behalf of the Society. They shall be administered by the Treasurer, acting on instructions given by the Executive Committee or by the Society at its Annual General meeting, for the furtherance of the missions of the Society.

19. The accounts of the Society shall be audited annually and a report made by the Treasurer to the Annual General Meeting.

20. In the event of the Society being dissolved for any reason, the surplus funds remaining after satisfaction of debts and liabilities shall not be distributed among the members but shall be paid or transferred to some other charitable institution or institutions having missions similar to those of the Society and which shall prohibit the distribution of its or their income among its or their members. Such institution or institutions shall be

determined by the members of the Society at or before the time of dissolution, and if effect cannot be given to this provision, the surplus funds shall be devoted to some charitable mission or missions.

### **MEETINGS**

21. The Annual General Meeting (and, when necessary, an Extraordinary General Meeting) shall be held at a place and time decided by the Committee. The Secretary shall circulate the Agenda to all members at least one month before the meeting. An Extraordinary General Meeting may be called by twenty ordinary members of the Society. At least two months notice to the Secretary must be given.

22. Scientific meetings and symposia relating to the missions of the Society shall be arranged from time to time by the Committee. One such meeting may immediately precede or follow the Annual General Meeting, and at each AGM the Committee shall submit proposals for the dates of such meetings to be held during the ensuing twelve months. Reports of proceedings shall not be disclosed to the press, unless authorised by the Executive Committee.

### **ALTERATIONS TO CONSTITUTION**

23. Any alterations to this Constitution shall be made only at a General Meeting of the Society, provided that notice of such alterations has been given on the Agenda of the meeting and that two-thirds or more of those voting on the alteration signify their assent. Members unable to attend the meeting shall be entitled to vote by post or by electronic mail. Notice of any proposed alteration, duly seconded, shall be given to the Secretary at least two months before the meeting. No alteration without prior consultation with the Charity Commission shall be made to Clause 2, Clause 20 or this Clause and no alteration shall be made to the Rules which would cause the Society to cease to be a charity at law.

This constitution was first approved and adopted by the Society on 19<sup>th</sup> September, 1980 and updated on 29<sup>th</sup> March 2010 and again on September 30<sup>th</sup> 2021.