

Constitution of the International Society for Regenerative Biology

A Charitable Incorporated Organisation with an Association Model

Date of constitution or last amended:

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is:

The International Society for Regenerative Biology

2. National location of principal office

The principal office is in England.

3. Objects

The object of the CIO is:

For the public benefit, the promotion of the science of Regenerative Biology, in particular but not exclusively, through the delivery of an annual conference and associated workshops.

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

4. Powers

The CIO has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the CIO’s powers include power to:

(1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;

(2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(3) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

(4) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a Trustee only to the

extent that it is permitted to do so by clause [6] (Benefits and payments to Trustees and connected persons) and provided it complies with the conditions of those clauses;

(5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

(1) The income and property of the CIO must be applied solely towards the promotion of the object of the CIO. A Trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.

(2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.

(3) Nothing in this clause shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6. Benefits and payments to Trustees and connected persons

(1) General provisions

No Trustee or connected person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting Trustees' or connected persons' benefits

- (a) A Trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the Trustees do not benefit in this way.
- (b) A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a Trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the Trustee or connected person.
- (d) A Trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more

than the Bank of England bank rate (also known as the base rate).

(e) A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A Trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The CIO and its Trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the Trustee or connected person supplying the goods (“the supplier”).

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other Trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.

(f) The reason for their decision is recorded by the Trustees in the minute book.

(g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by clause [6].

(4) In sub-clauses (2) and (3) of this clause:

(a) “the CIO” includes any company in which the CIO:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the company;

(b) “connected person” includes any person within the definition set out in clause [30] (Interpretation).

7. Conflicts of interest and conflicts of loyalty

A Trustee must:

(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and

(2) absent himself or herself from any discussions of the Trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

8. Liability of members to contribute to the assets of the CIO if it is wound up

(1) If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the CIO

(1) Admission of new Members

(a) There are three criteria for eligibility

- Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.
- A member may be an individual, a corporate body, or an individual or corporate body representing an organisation which is not incorporated.
- The candidate must provide an electronic mailing address (email address) and agree to communicate with the CIO electronically.

(b) Admission procedure

The Trustees:

(i) may require applications for membership to be made in any reasonable way that they decide;

(ii) shall, if they approve an application for membership, notify the applicant of their decision within 60 days;

(iii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;

(iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 60 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and

(v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(2) Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

(3) Duty of members

It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

(4) Termination of membership

(a) Membership of the CIO comes to an end if:

(i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or

(ii) the member sends a notice of resignation to the Secretary; or

(iii) any sum of money owed by the member to the CIO is not paid in full within three months of its falling due; or

(iv) the Trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect in accordance with clause [12(7)].

(b) Before the Trustees take any decision to remove someone from membership of the CIO they must:

(i) inform the member of the reasons why it is proposed to remove him, her or it from membership;

(ii) give the member at least 21 clear days notice in which to make representations to the Trustees as to why he, she or it should not be removed from membership;

(iii) at a duly constituted meeting of the Trustees, consider whether or not the member should be removed from membership;

(iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and

(v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(5) Membership fees (see bye laws for details)

The CIO may require members to pay reasonable membership fees to the CIO.

(a) Membership in the CIO begins upon the date that the subscription fee is received and lasts for 365 days.

(b) In addition to standard subscription, the Trustees may set other subscription levels such as student or corporate level subscriptions.

(c) Membership fees shall be set by the Trustees annually. Any changes greater than 20% for existing member categories need to be ratified by a resolution at a GM as described in clause [10].

(d) The Trustees may waive the subscription fees for any existing or

proposed member.

(6) Informal or associate (non-voting) membership

(a) The Trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

(b) Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting (GM) as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause. Voting in person shall be done by anonymous ballot, but voting by electronic or email ballot may or may not be anonymous.

(2) Taking ordinary decisions by vote

Subject to sub-clause (5) of this clause, decision of the members of the CIO may be taken by means of a resolution at a GM. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast electronically, see appendix).

(3) Taking ordinary decisions by electronic voting without a GM

(a) Subject to sub-clause (5) of this clause, a resolution in writing agreed by a simple majority of all the Members who would have been entitled to vote upon it had it been proposed at a GM shall be effective, provided that:

(i) a copy of the proposed resolution has been sent or emailed to all the members eligible to vote 14 days prior to the voting deadline; and

(ii) a simple majority of Members have signified their agreement to the resolution.

(b) Eligibility to vote on the resolution is limited to Members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.

(4) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

(a) Proposals must be approved by the Trustees before being presented to the membership for ballot (see (b) for exception). The resolutions must be submitted to the Secretary, and the approval/rejection of the proposal shall be decided within 180 days of submission.

(b) If it is agreed by not less than 90% of all members of the CIO at a general meeting (as defined in clause [11]), any resolution may be

proposed and passed at the meeting even though the requirements of sub-clause (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

(5) Decisions that must be taken in a particular way

(a) Any decision to remove a Trustee must be taken in accordance with clause [9(4)].

(b) Any decision to amend this constitution must be taken in accordance with clause [28] of this constitution (Amendment of Constitution).

(c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause [29] of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members of the CIO (GMs)

(1) Types of general meeting

The first GM must be held within 24 months of the registration of the CIO, and subsequent GMs must be held at intervals of not more than 36 months. The GM must receive the annual statement(s) of accounts (duly audited or examined where applicable) and the Trustees' annual report, and if necessary must elect Trustees as required under clause [13]. GM's may be held in person or online. All general meetings must be held in accordance with the following provisions.

(2) Calling GMs

(a) The Trustees must call the GMs of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting.

(b) The Trustees must, within 21 days, call a GM of the Members of the CIO if:

- (i) they receive a request to do so from at least 40% of the Members of the CIO; and
- (ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the Member(s) making the request.

(c) If, at the time of any such request, there has not been any GM of the members of the CIO for more than 18 months, then sub-clause (b)(i) of this clause shall have effect as if 20% were substituted for 40%.

(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

(e) Any GM called by the Trustees at the request of the members of the CIO must be held within 365 days from the date on which it is called.

(3) Notice of general meetings

(a) The Trustees must give at least 30 clear days notice of any GM to

all of the Members.

(b) The notice of any GM must:

(i) state the time and date of the meeting:

(ii) give the address (physical or electronic) at which the meeting is to take place;

(iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and

(iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;

(v) include, with the notice for the GM, the annual statement(s) of accounts and the Trustees' annual report, details of persons standing for election or re-election as Trustee, or where allowed under clause [22] (Use of electronic communication), details of where the information may be found on the CIO's website.

(c) Proof that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was sent.

(d) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

(4) Chairing of GMs

GMs shall be chaired by the Chair or a Trustee that has been appointed by the Chair.

(5) Quorum at general meetings

(a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.

(b) Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or three members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.

(c) If the meeting has been called by or at the request of the non-Trustee members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

(d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.

(e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

(f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

(a) Any decision other than one falling within clause [10(5)] (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including electronic votes). Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.

(b) A resolution put to the vote of a meeting shall be decided on by a poll.

(c) A poll may be taken:

(i) at the meeting at which it was demanded; or

(ii) at some other time and place specified by the chair of the meeting; or

(iii) through the use of electronic communications.

(d) In the event of an equality of votes, the chair of the meeting shall have a second, or casting vote.

(e) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(f) Voting shall be supervised by two scrutineers that are appointed by the chair of the meeting. The scrutineers shall make a list of all voting members present at the GM, ensure that balloting is anonymous, independently count the votes and present the results to the chair of the meeting.

(g) Any dispute about the conduct of a ballot must be referred initially to a panel set up by the Trustees, to consist of two Trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

(7) Representation of organisations and corporate members

An organisation or a corporate body that is a member of the CIO may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the CIO.

The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of the CIO.

(8) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present adjourn the meeting to another time and/or address. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

(9) Teleconferencing and video call

Any person participating in a meeting may do so by any means of communication by which all members participating may hear each other simultaneously during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

12. The Trustees

(1) The Trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. The general functions and duties of Trustees are:

(a) to exercise his or her powers and to perform his or her functions as a Trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO

(b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

(i) any special knowledge or experience that he or she has or holds himself or herself out as having; and

(ii) if he or she acts as a Trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for Trusteeship

(a) Every Trustee must be a natural person.

(b) No one may be appointed as a Trustee:

(i) if he or she is under the age of 21 years; or

(ii) if he or she would automatically cease to hold office under the provisions of clause [15(2)(f)].

(c) No one is entitled to act as a Trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Trustees decide, his or her acceptance of the office of Trustee.

(d) Trustees must be employed by an organisation with scientific aims and must obtain permission from their employer or manager to perform duties for the Society as part of their regular employment. When conducting Society activities, Trustees must not contravene any guidance or agreements in place with their employer.

(e) Trustees must be members of the CIO.

(3) Number of Trustees

There will be between three and five Trustees. The specific duties of the Trustees are detailed in the bye laws of the CIO. If the number of Trustees falls below three, the CIO must be dissolved as described in clause [29].

(4) First Trustees

The First Trustees are –

Name	Organisation	Trustee	Initial term as Trustee
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Henry Roehl	University of Sheffield	Secretary	4 years
Kenneth Poss	Duke University	Chair	4 Years
Sabine Eming	Uniklinik Köln	Treasurer	2 Years
Elly Tanaka	IMP Vienna	Chair Elect	6 Years

(5) Decisions that concern the ISRB's affairs shall be made by the Trustees.

(6) The Trustees must hold a meeting at least once every 365 days, either in person or by video/voice call.

(7) The decision to terminate membership in the CIO (as described in clause [9(4a(iv))]) must be voted upon by at least the majority of Trustees and must be unanimous. If the person in question is a Trustee then they will not be eligible to vote on the decision.

(8) The duties of the Trustees are detailed in the CIO bye laws.

13. Appointment of Trustees

(1) The initial terms of the First Trustees are listed in clause [12(4)]. Subsequent terms are as follows:

(a) Four years for the Treasurer and Secretary

(b) The Chair Elect will serve for two years, then progress to Chair for two years and then become Past Chair for two years. Thus, each Chair will serve a total of six years as a Trustee.

(2) The Secretary, Treasurer and Chair Elect are elected by balloting the Membership of the CIO. Candidates must have Membership in the CIO and be nominated and seconded by existing Members. These nominations must be provided to the Secretary twenty-one days in advance of the balloting date. The nominator must confirm that the candidate is willing to serve for the full term as described in clause [13(1)].

(3) May not serve as a Trustee for more than four years, except the Chair Elect who will serve for six years. The initial term shown in clause [12(4)] does not apply.

(4) Retirement, removal or addition of Trustees shall not exceed the limits specified in clause [12(3)] on the number of Trustees.

(5) Any Trustee vacancy other than by annual retirement shall be appointed directly by the remaining Trustees.

14. Information for new Trustees

The Trustees will make available to each new Trustees, on or before his or her first appointment:

(1) a copy of this constitution and any amendments made to it; and

(2) a copy of the CIO's latest annual report and statement of accounts.

15. Retirement and removal of Trustees

(1) Trustees will retire 1460 days after their appointment, except if they are serving as Chair Elect, Chair, Past Chair. In this case their retirement will be 2190 days after appointment as Chair Elect (see clause [13(1)]). First Trustees have terms defined in clause [12(4)]. Retirement is mandatory except when:

- (a) their retirement would cause the number of Trustees to drop below three
- (b) they are serving as a Trustee and a suitable replacement has not been identified

In these situations, the Trustee will serve a maximum of 365 additional days until a suitable replacement is appointed.

(2) In addition to sub-clause (1), a Trustee ceases to hold office if he or she:

- (a) retires by notifying the CIO in writing (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) is absent without the permission of the Trustees from all their meetings held within a period of eighteen months and the other Trustees resolve that his or her office be vacated;
- (c) dies;
- (d) in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- (e) has their membership of the CIO terminated in accordance with clause [9(4)];
- (f) is disqualified from acting as a Trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)

16. Reappointment of Trustees

Any person who retires as a Trustee by rotation or by giving notice to the CIO is eligible for re-election following the guidance in clause [13].

17. Taking of decisions by Trustees

Any decision may be taken either:

- 1) at a meeting of the Trustees; or
- 2) by resolution in writing or electronic form agreed by a majority of all of the Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the Trustees has signified their agreement. Such a resolution shall be effective
 - (a) provided that a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the Trustees; and
 - (b) the majority of all of the Trustees has signified agreement to the resolution in a document or documents which has or have been

authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the Trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the Trustees may resolve.

18. Delegation by the Trustees

(1) The Trustees may delegate any of their powers or functions to a sub-committee or sub-committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Trustees may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Trustees, but is subject to the following requirements -

(a) a sub-committee may consist of two or more persons, but at least one member of each sub-committee must be a Trustee;

(b) the acts and proceedings of any sub-committee must be brought to the attention of the Trustees as soon as is reasonably practicable; and

(c) the Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of Trustees

(1) Calling meetings of the Trustees

(a) Any Trustee may request a meeting by contacting the Secretary.

(b) Subject to that, the Trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings of the Trustees

The meetings of the Trustees shall be chaired by the Chair or Trustee that has been appointed as interim chair for that meeting by the Chair.

(3) Procedure at meetings of the Trustees

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is the majority of the Trustees, and must include the Chair (or interim chair) and the Secretary. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the Chair (or interim chair) shall have a second or casting vote.

(d) Any Trustee may request that a decision be voted upon anonymously.

(4) Participation in meetings of the Trustees by electronic means

(a) A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

(b) Any Trustee participating at a meeting by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings of the Trustees held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the Trustees, or of a sub-committee of the CIO, shall be valid notwithstanding the participation in any vote of a Trustee:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a sub-committee of the CIO if, but for sub-clause (1), the resolution would have been void, or if the Trustee has not complied with clause [7] (Conflicts of interest).

21. Execution of documents

(1) The CIO shall execute documents either by signature or by affixing its seal (if it has one).

(2) A document is validly executed by signature if it is signed by at least two of the Trustees.

(3) If the CIO has a seal:

(a) it must comply with the provisions of the General Regulations; and

(b) it must only be used by the authority of the Trustees. The Trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two Trustees.

22. Use of electronic communications

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

(1) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise

than in hard copy form;

(2) any requirements to provide information to the Commission in a particular form or manner.

23. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and Trustees.

24. Minutes

The Trustees must keep minutes of all:

- (1) appointments of Trustees;
- (2) proceedings at GMs;
- (3) meetings of the Trustees and sub-committees Trustees including:
 - (a) the names of the Trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions;
- (4) decisions made by the Trustees at meetings. The minutes shall be submitted to all Trustees for approval within three months of the meeting.

25. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- (2) The Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26. Rules

The Trustees may from time to time make such reasonable and proper bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such bye laws must not be inconsistent with any provision of this constitution. Copies of any such bye laws currently in force must be made available to any member of the CIO on request.

27. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to

settle the dispute by mediation before resorting to litigation.

28. Amendment of constitution

As provided by clauses [224-227] of the Charities Act 2011:

- (1) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by a 75% majority of votes cast at a GM of the CIO.
- (2) Any alteration of clause [3] (Objects), clause [29] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary winding up or dissolution

As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. This dissolution may be voluntary, or mandatory as described in sub-clause (5) below. In either event, the Trustees will make a written proposal that dissolution of the CIO be voted on by the Membership.

- (1) Any decision by the members to wind up or dissolve the CIO can only be made:
 - (a) at a GM of the members of the CIO called in accordance with clause [11] (Meetings of Members), of which not less than 180 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the GM; or
 - (b) by a resolution agreed in writing or electronic means by a 75% majority of members of the CIO.
- (2) Subject to the payment of all the CIO's debts:
 - (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - (b) If the resolution does not contain such a provision, the Trustees must decide how any remaining assets of the CIO shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register

of Charities, and in particular:

(a) the Trustees must send with their application to the Commission:

(i) a copy of the resolution passed by the members of the CIO;

(ii) a declaration by the Trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

(iii) a statement by the Trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) the Trustees must ensure that a copy of the application is sent within fourteen days to every member and employee of the CIO, and to any Trustee of the CIO who was not privy to the application.

(4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

(5) If for a period of more than 365 days the number of Trustees falls below three then the CIO will be dissolved.

30. Interpretation

In this constitution:

“connected person” means:

(a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;

(b) the spouse or civil partner of the Trustee or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) above;

(d) an institution which is controlled –

(i) by the Trustee or any connected person falling within sub-clause (a), (b), or (c) above; or

(ii) by two or more persons falling within sub-clause (d)(i), when taken together

(e) a body corporate in which –

(i) the Trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

(ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The “Communications Provisions” means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

“Trustee” means a charity trustee of the CIO.

A "poll" means a counted vote or ballot, usually (but not necessarily) in writing.

"Committee" is used to collectively refer to the Trustees

Appendix

General meetings of members

(1) Electronic Voting

(a) The CIO may, if the Trustees so decide, allow the members to vote electronically (by email or other online method) to make a decision on any matter that is being decided at a GM of the members.

(b) Two scrutineers will be appointed by the Chair to supervise the conduct of the electronic ballot and the counting of votes.

(c) If electronic voting is to be allowed on a matter, the CIO must send to members of the CIO not less than [21] days before the deadline for receipt of votes. If the member has agreed to receive notices in this way under clause [22] (Use of electronic communications), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

(d) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

(e) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineers and must remain confidential.

(f) Other electronic forms that enable anonymous online polling may also be used if approved by the Trustees.

(g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

(h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to the Chair or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid electronic vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.

(j) Votes cast by electronic means must be counted by the scrutineers before the GM at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received electronically and the number of votes received which were invalid.

(k) The chair and the scrutineers must not disclose the result of the email ballot until after votes taken by poll at the meeting (or by poll after the meeting) have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these

votes shall be included in the declaration of the result of the vote.

(l) Any dispute about the conduct of a ballot must be referred initially to a panel set up by the Trustees, to consist of two Trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

Use of electronic communications

(2) To the CIO

Any member or Trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Trustees.

(3) By the CIO

(a) Any member or Trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address.

(b) The Trustees may, subject to compliance with any legal requirements, by means of publication on its website –

(i) provide the members with the notice referred to in clause [11(3)];

(ii) give the Trustees notice of their meetings in accordance with clause [19(1)]; and

(iii) submit any proposal to the Trustees for decision in accordance with the CIO's powers under clause [10(3)].

(c) The Trustees must:

(i) take reasonable steps to ensure that members and Trustees are promptly notified of the publication of any such notice or proposal.

Bye Laws of the International Society for Regenerative Biology

The Bye Laws may be changed by a majority vote of the five Trustees.

Last changed June 7th 2023

(1) Specific duties of the Trustees (also known as Officers).

These duties are in addition to those found in the Constitution of the ISRB.

The Trustees' duties are:

(a) Chair (also known as President):

- (i) to chair all meetings of the Trustees, or to appoint an interim replacement
- (ii) to vote upon all decisions at Trustee meetings
- (iii) to be responsible for providing an agenda for the meetings of the Trustees and GMs.
- (iv) to act as a liaison between other organisation to represent the interests of the CIO
- (v) to appoint scrutineers to count the votes of the membership

(b) Secretary:

- (i) to ensure that constitutional procedures are maintained
- (ii) to receive nominations for Trustees and award recipients
- (iii) to arrange dates meetings of the Trustees in a timely fashion
- (iv) to be responsible for meeting minutes and distributing minutes for the meetings of the Trustees
- (v) to archive records relating to the CIO
- (vi) to act on behalf of the CIO when requested by the Chair
- (vii) to be a co-signer on the CIO bank account(s)

(c) Treasurer:

- (i) to maintain a convenient and efficient method collect subscription fees.
- (ii) to manage all other financial transactions
- (iii) to produce an annual financial report for the CIO providing a line by line account
- (iv) to be a co-signer on the CIO bank account(s)
- (v) to ensure that financial reserves are kept that are equivalent to one year's running costs

(d) Chair-Elect (also known as President-Elect):

- (i) to arrange the scientific meetings for the CIO with the meeting organisers
- (ii) to liaise with other scientific organisations to co-organise scientific meetings.
- (iii) to seek out and co-ordinate with sources of financial support and sponsorship for scientific meetings along with other Trustees
- (iv) to present the Trustees with draft speaker lists, proposals for meetings and candidate meeting organisers.

(e) Past-Chair (also known as Past-President):

- (i) The Past-President will have such duties as determined from time to time by the Trustees. The Past-President will provide advice for the

proposal of new Trustees. The Past-President serves a two-year term following his/her term as President.

(2) Specific duties of the Trustees:

- (a) to bring together scientists by supporting seminars, discussion groups, lectures, conferences and symposia on the topic of regenerative biology. These shall be open to both members and non-members of the CIO.
- (b) to organise one annual scientific meeting of the CIO. This meeting may be one of the following:
 - (i) organised wholly by the CIO
 - (ii) jointly held with another organisation or organisations
 - (iii) part of another organisations scientific meeting.
- (c) to appoint scientific meeting organisers to serve on behalf of the CIO.
- (d) to make awards to individual researchers, groups or institutions in recognition of their contributions to the field of Regenerative Biology and the overall Aims of the CIO. These are described on the CIO webpages. These shall be open to both members and non-members of the CIO.
- (e) to further education by supporting public outreach activities and lab placements for undergraduate students on the topic of Regenerative Biology.
- (f) to support any individuals or organisations whose activities will in any way further the Aims of the CIO.
- (g) to disseminate information relating to Regenerative Biology by establishing websites, creating documents and providing opinion statements.
- (h) to set and collect annual subscription fees for members of the CIO. Any changes greater than 20% for existing member categories need to be ratified by a resolution at a GM as described in clause [9(5)] of the CIO Constitution.
- (i) to invite and receive contributions from any appropriate person or organisation by way of donations providing that the members does not undertake any substantial permanent trading activities in raising funds.
- (j) to appoint a sub-committee of no less than twelve members of the CIO that will serve as an Advisory Board to the Trustees. The make-up of this advisory board should reflect the Membership in terms of geographic location, gender, seniority, and sub-specialisation within the field of Regenerative Biology. The Advisory Board will be invited to attend meetings of the Trustees on a regular basis to give input on decisions that are made by the Trustees. Members of the Advisory Board shall be referred to as Honorary Directors and shall serve a term of no more than four years. After retirement, members of the Advisory Board shall not be eligible for election as an Honorary Director for two years.
- (k) in the event that the CIO is dissolved the Trustees shall act as outlined in clause [29] of the CIO Constitution.
- (l) to approve or reject membership resolution proposals as described in clause [10(4)] of the CIO Constitution.
- (m) to call general meetings of the CIO members as described in clause [11] of the CIO Constitution.

(n) to form and lead sub-committees

(3) What is regenerative biology?

Regenerative biology aims to elucidate how organisms repair and replace missing cells, tissues and structures. It encompasses aspects of stem cell biology, wound healing, tissue homeostasis, ageing, and the regrowth of missing organs and structures. Models that are able to regenerate as well as those that do not regenerate both provide a better understanding of what is needed for successful regeneration to occur. The most common animal models to study regeneration are Arabidopsis, hydra, planarians, *C.elegans*, *Drosophila melanogaster*, zebrafish, axolotl and mouse. Other fields that have strong interactions with regenerative biology are the study of molecular and cellular biology, genetics, developmental biology, immunology and regenerative medicine.

(4) Annual membership subscription fees.

Members may receive discounted fees to attend ISRB conferences, as well as access to webinars for free or at a discounted rate.

(a) Regular Member (£75).

(b) Student/Staff Member (£20). Applications for student membership must include a letter from their supervisor indicating their proposed date of completion. The student rate expires the year after completion or after five years, whichever is shorter.

(c) Postdoctoral Member (£35). Applications for Postdoctoral membership must include a letter from their supervisor rate expires after five years.

(d) Corporate Member (£100).

(e) Institutional Member (£900). Institutional memberships pay institutional membership dues, up to 25 membership slots are given with this membership.