The President Bridget Lumb (BL) welcomed members to the General Meeting of The Physiological Society (The Society) and reminded attendees that all categories of membership were welcome, but only Full, Fellow and Honorary Members could partake in any vote.

She noted that the quorum for a General Meeting was 25 Voting Members in person or by proxy and confirmed, with 13 attendees in person and 15 proxies, the meeting was quorate.

1. To elect the Chair
BL noted that in the past, for an Annual General Meeting (AGM) which are usually held at The Society’s Annual Conference, a Member from the host city University was asked to Chair. However, as this was a General Meeting for a specific item of business, she proposed that as The Society’s President and the Chair of the Trustees she should Chair this meeting. A show of hands vote was called and passed by a majority for the motion.

BL confirmed that the Trustees had called the meeting in accordance with the current Articles of Association (Articles) and Company Law; the Meeting Notice was sent on the 8 November 2019, at least 28 clear days in advance of the meeting and included the special resolutions that were proposed to the meeting. The Notice had also included the invitation for Members to raise any further Motions for discussion within 7 days of the Notice and she confirmed that, following this deadline, no Motions had been submitted and thus the meeting would only conduct the business on the final agenda which was circulated on 22 November 2019.

2. To consider and, if thought fit, pass the following resolutions as special resolutions:
BL introduced the special resolutions for voting, directing members to the information on the website and introduced Johnathan Brinsden of BDB Pitmans to summarise the key areas of change in the Articles before taking questions from the room.

Q1.
A question was raised regarding the change in Committee structure and the inclusion of Task Forces and Task & Finish Groups, specifically in regard to the previous History and Archives Committee which was now a Task Force, and the methods through which feedback, or suggested alterations to the process for these structures might be influenced.

The Chair noted that the review of the structure had been carried out in consultation and input from Chairs of the relevant groups and the new governance and committee structure had been launched at Physiology 2019 and presented to members at the July AGM. She confirmed that the Articles were silent on the processes for Committees and any other governance structures such as Task Force and thus any feedback on that need not
impact the issues placed before the Members to vote at this General Meeting. However, she clarified that the Regulations were a Board led document which could be altered by Council and requested that specific structural suggestions be presented via a paper to the Board for their consideration.

The CEO confirmed that the new committee structure was reflective of the three strategic strands of The Society and that the introduction of Task Forces and Task & Finish Groups enabled project specific agility as well as allowing for the wider membership to be involved with the activities of The Society. The meeting acknowledged the importance of The Society’s history and its place in underpinning The Society activities and recognised the requirement for such a group to exist longer term, as was the case for most Task Forces as was noted for the in vivo Task Force.

The CEO and Chair agreed to liaise with the Chair of History and Archives Task Force on the best way to submit feedback to the Board.

Q2.
A question was raised over the drafting of the definitions in the Articles, noting that it seemed possible that all Directors would be Trustees but that someone could be a Trustee but not a Director.

JB assured the meeting that as a matter of law this would not be possible and confirmed that all Directors would be Trustees and vice versa. He also explained the move to the use of the term Directors throughout the document in order to appropriately align the Articles as a Company Law led document. The Chair also confirmed that Council was still intended to be the Board of Directors/Trustees but the term was left undefined as it was an internal colloquial term rather than a legal definition. Instead “the Board” was used in the document. The CEO confirmed that the Executive Committee had been dissolved in 2017 but that the Board met four times annually.

It was suggested that the term General Trustee be defined in the Regulations which was agreed.

Q3.
A question was raised regarding the number of and recruitment process for external Board Members.

The Chair explained that the previous Articles also contained an allowance for two external Trustees and the inclusion of “up to three” in the new draft Articles was simply to enable flexibility for The Society in appointing an external Treasurer if a candidate with the required skills could not be sought from the membership. She noted that The Society had been successful in previous years because a high calibre Treasurer had been available from within the membership however, it was prudent to put in place a mechanism to enable the Board to recruit for this important position from outside the membership. The CEO supported this and reminded Members that part of the Board’s responsibility in accordance with regulation guidance was to seek skills and expertise in key areas where gaps may exist on the Board. The Chair clarified that The Society could not expect Members to elect external members and thus these roles were via appointment but that overall, a majority of Board positions were elected by the Membership.

The Chair called a poll to vote on the following resolutions:

**Historic regulated alterations to the Articles of Association**

THAT following Charity Commission for England and Wales consent the regulated alterations included in the version of the articles of association updated by The Society in 2016 are hereby adopted with immediate effect

**Amendments to the Articles of Association**
THAT following Charity Commission for England and Wales consent the articles of association attached to this special resolution are hereby adopted with immediate effect as the new articles of association of The Society in substitution for and to the exclusion of the existing articles of association.

The ballot papers and proxy votes were counted independently by BDB Pitmans. The Chair announced that with 100% of the vote in favour, the resolutions were both passed. The Articles would be filed with the Charity Commission and Companies House and be available, along with the Regulations on The Society website in due course.

The Chair declared the meeting closed.