

Company No. 00392350

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF THE

BRITISH ASSOCIATION OF OCCUPATIONAL THERAPISTS LIMITED

(As adopted by Special Resolution on 21 September 2021 and amended by Special Resolutions
on 27 June 2024 and 17 June 2025)

GENERAL

1.

1.1 In these Articles the following words shall have the following meanings:-

Word	Meaning
“Act”	the Companies Act 2006;
“address”	includes, in relation to an electronic communication, any number or address used for the purpose of such communications.
“Apprentice Member”	a person whose name appears in the Register of Members as an Apprentice Member and who satisfies the requirements in Article 10;
“these Articles”	these Articles of Association, of the Association;
“Associate Member”	a person whose name appears in the Register of Members (other than as a Professional Member, a Student Member or an Apprentice Member) and who satisfies the requirements referred to in Article 8;
“Association”	the British Association of Occupational Therapists Limited;
“Chair of Council”	the chair of the Council as elected in accordance with Article 76;
“Chair of the meeting”	has the meaning given in Article 38;
“Chief Executive”	the person for the time being holding the office of Chief Executive of the Association;

“Clear Days”	in relation to a period of notice means that period beginning on the day after the notice is given or deemed given and ending on the day before the day which it is given or is to take effect;
“communication”	includes a communication comprising sounds or images or both and a communication effecting payment.
“Council”; “Council member”; “members of Council”	the directors of the Association from time to time;
“electronic communication”	means a communication transmitted in electronic form within the meaning of section 1168 of the Act;
“good standing”	a person whose registration as a Member is not for the time being revoked or suspended;
“Member”	shall mean, where the context so admits, a Professional Member or an Associate Member or a Student Member or an Apprentice Member of the Association;
“month”	a calendar month;
“Office”	the registered office of the Association;
“Professional Member”	a person whose name appears in the Register of Members as a Professional Member and who satisfies the requirements in Article 7;
“Public Holiday”	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;

“Register of Members”	the register of members maintained by the Association of all persons who are for the time being Professional Members, Associate Members, Student Members or Apprentice Members and whose names shall appear in the Professional Member section, Associate Member section, Student Member section or Apprentice Member section of the Register of Members as appropriate;
“Remote Attendance”	means remote attendance at a General Meeting by such means as are approved by the members of Council in accordance with Article 32;
“Royal College”	the Royal College of Occupational Therapists;
“Student Member”	a person whose name appears in the Register of Members with such designation and who satisfies the requirements for such designation referred to in Article 9;
“Subsidiary”	means a subsidiary company as defined in Section 1159 of the Act;
“World Federation of Occupational Therapists”	the official international organisation representing the occupational therapy profession registered in Switzerland [with registration number [TBC]] whose registered office is at Meridec, Avenue Louis-Casaï 81, 1216 Cointrin, Geneva, Switzerland;
“Trade Union Act”	the Trade Union and Labour Relations (Consolidation) Act 1992;
“United Kingdom”	England, Scotland, Wales and Northern Ireland;
“Vice Chair”	Vice Chair of Council as appointed in accordance with Article 100;
“WFOT Representative”	the member of Council elected to represent The World Federation of Occupational Therapists;

“in writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Reference to an “Article” is to an Article in these Articles.
- 1.3 Words importing the singular number shall include the plural number and vice versa.
- 1.4 Words denoting persons shall include corporations.
2. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in Article 1 above bear the same meaning as in the Act (or any statutory modification) as in force on the date when the Articles became binding on the Association.
3. The regulations contained in the model articles for private companies limited by guarantee (as set out in schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 3229/2008)) shall not apply to the Association.

OBJECTS

4. The objects for which the Association is established are:
 - 4.1 to provide a central organisation of occupational therapists throughout the United Kingdom and represent their interests;
 - 4.2 to regulate and /or arrange for the regulation of relations between any person who is recognised as a qualified occupational therapist in the United Kingdom and any Student Member, Apprentice Member or Associate Member of the Association and their respective employer(s) and every association to which such employer(s) may belong;
 - 4.3 to advance the science and practice of occupational therapy among the Members, the profession and the general public;
 - 4.4 to advance the education of and promote research in occupational therapy and publish the useful results of such research; and

- 4.5 to promote the advancement of occupational therapy including but not limited to the promotion of evidence-based practice and the highest standards of professional conduct.

POWERS

5. The Association shall have the power to do anything which promotes its objects, For the avoidance of doubt (and without limitation), the Association shall have the power:-

General

- 5.1 In furtherance of Article 4.1, to delegate the organisation and transfer of all or any of the property, assets, and liabilities of the Association, to the extent that is legally possible, to the Royal College and any other subsidiary of the Association which has an object or objects equivalent, in part or in full, to the objects set out in Articles 4.1 and 4.2. Nothing in this Article 5.1 shall empower the Association to transfer or delegate the exercise in whole or in part of its object to act as a trade union, as defined in Article 4.2, to the Royal College.
- 5.2 To take all necessary or proper steps in Parliament or with any national, local, municipal or other authority for the purpose of directly or indirectly carrying out the objects of the Association or effecting any modification in the constitution of the Association or its reconstitution by Royal Charter, Act of Parliament, or otherwise.
- 5.3 To promote uniformity in curricula for occupational therapists in training, and the Student, Apprentice or Associate Membership of the Association, and generally advise on courses and technical education in occupational therapy.
- 5.4 To produce and disseminate information with the purpose of ensuring the competence of individuals seeking to qualifying as occupational therapists and become Student, Apprentice or Associate Members of the Association.
- 5.5 To provide facilities for meetings, discussions and debate, and to print, publish, issue and circulate papers, periodicals, books, circulars and other advice or information in any form on occupational therapy.

Manage its property affairs

- 5.6 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

- 5.7 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- 5.8 To arrange for investments or other property of the Association to be held in the name of a nominee or nominees (and pay any reasonable fee for this).
- 5.9 To incorporate and acquire subsidiary companies.
- 5.10 To insure the property of the Association against any foreseeable risk and take out other insurance policies as are considered necessary by the members of Council to protect the Association.

Manage its finances

- 5.11 To lend money and give credit to, take security for such loans or credit, and guarantee or give security for the performance of contracts by, any person or company.
- 5.12 To borrow or raise money (including, without limit, for the purposes of investment) for the purposes of the Association on such terms and on such security as may be thought fit.
- 5.13 To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- 5.14 To set aside funds for particular reasons, for reserves.
- 5.15 To open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments.

Work with other organisations

- 5.16 To undertake and execute any trusts.
- 5.17 To establish and support (or aid in the establishment and support of) any other organisations, and subscribe, lend or guarantee money or property for charitable or other purposes.
- 5.18 To co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them.
- 5.19 To amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body.

Manage its day-to-day operations

- 5.20 To engage and remunerate staff and advisers.
- 5.21 To make reasonable provision for the payment of pensions and other benefits to or on behalf of employees and their spouses and dependants.
- 5.22 To enter into compromise and settlement arrangements with staff and advisers.
- 5.23 To the fullest extent permitted by law, provide indemnity insurance for the members of Council or any other officer of the Association.

MEMBERSHIP

Register of Members

- 6. Any person who shall be admitted as a Member shall be registered in the appropriate section of the Register of Members in accordance with the provisions of these Articles and all such persons admitted as a Member shall be deemed to consent by virtue of and as a condition of such membership of the Association to observe and be bound by the Articles of Association of the Royal College from time to time in force in addition to these Articles.

Becoming a Member and Subscriptions

- 7. No persons shall be eligible for admission as a Professional Member unless they:-
 - 7.1 are the holder of a professional qualification recognised by the Council; and
 - 7.2 have satisfied the Council that they:-
 - 7.2.1 have completed such a period of training or (for Professional Members admitted before 3 July 2001) of actual practice as an occupational therapist as the Council, shall from time to time prescribe; and
 - 7.2.2 are eligible to be registered as an occupational therapist under Section 60 of the Health Act 1999 and Orders made under that provision; or
 - 7.2.3 are capable of such registration under Article 7.2.2.
- 8. A person who is not qualified under Article 7 to be a Professional Member shall be eligible for admission as an Associate Member PROVIDED THAT they have satisfied the

Council that they are working as a support worker engaged in the provision of occupational therapy services.

9. A person who is not qualified under Article 7 to be a Professional Member shall be eligible for admission as a Student Member PROVIDED THAT they have satisfied the Council that they are a student enrolled on a United Kingdom occupational therapy pre-registration programme at a higher education institution accredited by the Royal College and the United Kingdom Health and Care Professions Council (or any successor).
10. A person who is not qualified under Article 7 shall be eligible for admission as an Apprentice Member PROVIDED THAT they have satisfied the Council that they are an apprentice enrolled on a United Kingdom occupational therapy pre-registration programme at a higher education institution accredited by the Royal College and the United Kingdom Health and Care Professions Council (or any successor) or such other training or apprenticeship in occupational therapy services as the Council shall from time to time prescribe.
11. Applications for membership shall be made in writing to the Association in such form as the Council shall prescribe, accompanied by the first annual subscription fee or relevant instalment thereof, and admission of applicants shall be by resolution of the Council or any committee thereof or person authorised by the Council.
12. Every Member shall pay the Association such subscriptions as the Council may, with the approval of the Association in General Meeting, from time to time determine. The Council may with the approval of the Association in General Meeting and subject to the provisions of these Articles determine additional regulations for membership of the Association.

Ceasing to be a Member

13. Any Member shall cease to be a Member or their membership (including their relevant rights and privileges) shall be suspended as appropriate in any of the following events:-
 - 13.1 if the Member dies;
 - 13.2 if the Member shall by not less than one month's notice in writing to the Association resign their membership;
 - 13.3 if the Member fails to pay the required subscription fee for a period of three months, except that the Council may at any time thereafter reinstate them to membership

upon such terms as to the payment of arrears of the subscription fee or otherwise as the Council may think fit;

- 13.4 if the membership or other status of a Member ceases to be recognised as subsisting and valid by the council of the Royal College, in accordance with the procedures for determining such recognition contained in the Royal College's Articles of Association from time to time in force. In these circumstances the council of the Royal College shall by not less than twenty eight days' notice in writing ("the Notice") notify the Council and the Member of its ruling that the Member's membership or status has ceased to be recognised and the Notice shall provide that the Member shall
- 13.4.1 cease to be registered as a Member with effect from the date specified in the Notice; or
- 13.4.2 be suspended as a Member for such period of time as specified in the Notice and from the date specified in the Notice

PROVIDED THAT before the cessation or suspension of a Member's membership pursuant to this Article, the Member shall be given an opportunity to state their case either in writing, or, at their option, by personal attendance at a meeting of the Council or a committee thereof, notwithstanding any provision to the contrary which is contained in the Articles of Association of the Royal College;

- 13.5 If the Member shall in the judgement of the Council (after such investigation as it considers necessary) have ceased to qualify for membership of the Association or have failed to observe any regulations of the Association or have been guilty of an act or practice or conduct which may bring discredit on the Association the Council shall give the Member not less than twenty eight days' notice ("the Council's Notice") of its intention to take the following action:
- 13.5.1 to revoke the Member's membership with effect from the date specified in the Council's Notice; or
- 13.5.2 to suspend the Member from the exercise of all or any of the rights and privileges normally consequent upon their status in the Association, for such period of time as specified in the Council's Notice from the date specified in the Council's Notice.

PROVIDED THAT before the revocation or suspension of membership pursuant to this Article, the Member shall be given an opportunity to state their case either in writing, or, at their option, by personal attendance at a meeting of the Council or a committee thereof.

14. A person whose registration as a Member is revoked or suspended shall nevertheless remain liable to the Association for all monies due from them to the Association by way of subscription or otherwise in respect of their membership at the date of revocation or suspension thereof.

PATRONS

15. The Council may acknowledge as Patrons of the Association such Royal personages or persons of distinction (whether members of the Association or not) as may honour the Association with their patronage.

PRESIDENT, VICE PRESIDENT AND HONORARY MEMBERS

16. The Council may establish the office of President, Vice President or any other honorary office, and, by way of rules made in accordance with Article 123, determine their terms of office and the process for their appointment and removal, as it sees fit.

CALLING GENERAL MEETINGS

17. Subject to Articles 69 and 70, the Association shall hold an Annual General Meeting once every calendar year and not more than 15 months shall pass between one Annual General Meeting and the next.
18. The Annual General Meeting shall be held in accordance with such arrangements as are made by the members of Council.
19. The members of Council may call General Meetings of the Association.
20. In accordance with the provisions of the Act, and on the requisition of Members representing at least 5% of the total voting rights, the members of Council shall immediately convene a General Meeting.

NOTICE OF GENERAL MEETINGS

21. General Meetings (other than adjourned meetings) shall be called on at least 14 days' notice. An Annual General Meeting shall be called by at least 21 days' notice in writing.
22. General Meetings may be called by shorter notice if agreed to by a majority in number of the Members having the right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.
23. Subject to the provisions of these Articles, the notice shall be given to all Members and to the members of Council and auditors.

24. Subject to the provisions of the Act, the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
25. Notice of a General Meeting must be given:
 - 25.1 in hard copy form;
 - 25.2 in electronic form; or
 - 25.3 subject to the provisions of the Act, by means of a website.
26. Notice of a General Meeting must state:
 - 26.1 the time and date of the meeting;
 - 26.2 the place of the meeting; and
 - 26.3 the general nature of the business to be transacted at the meeting.

ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

27. A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
28. A person is able to exercise the right to vote at a General Meeting when:
 - 28.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 28.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
29. The members of Council may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
30. In determining attendance at a General Meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

31. Two or more persons who are not in the same physical location as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
32. The members of Council may make such lawful arrangements as they see fit in respect of physical attendance and/or Remote Attendance at a General Meeting. The entitlement of any person to attend and participate in a General Meeting shall be subject to such arrangements.
33. When the members of Council have made arrangements to facilitate Remote Attendance:
 - 33.1 the provisions of the Articles shall be treated as modified to permit such arrangements and in particular:
 - 33.1.1 a person attending a General Meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the meeting and rights to vote at the meeting, unless the Articles expressly provide to the contrary; and
 - 33.1.2 references in these Articles to the place of a General Meeting shall be treated as references to the place specified as such in the notice of General Meeting;
 - 33.2 the members of Council must ensure that the notice of the meeting includes details of the arrangements for Remote Attendance, and any relevant restrictions, in addition to any other information required by the Act;
 - 33.3 the arrangements must specify:
 - 33.3.1 how those attending by Remote Attendance may communicate with the meeting, for example by using an electronic platform to communicate with the chair and/or others attending the meeting in writing;
 - 33.3.2 how those attending by Remote Attendance may vote;
34. Insofar as not disapplied by any arrangements made under Article 32:
 - 34.1 the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the members of Council, who must give the Members as much notice as practicable of the change;

- 34.2 in the event of technical failure or other technical issues during the meeting (including, for example, difficulties in establishing whether the meeting is quorate) the Chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting if in their view this is necessary or expedient for the efficient conduct of the meeting;
- 34.3 under no circumstances shall the inability of one or more persons (being entitled to do so) to access, or continue to access, the technology being used for Remote Attendance at the meeting (despite adequate technology being made available by the Association) affect the validity of the meeting or any business conducted at the meeting, provided a quorum is present at the meeting.

QUORUM FOR GENERAL MEETINGS

35. Save in the case where the Association has a single member, 40 persons entitled to vote on the business to be transacted at the meeting, each being a Member or a proxy for a Member or a duly authorised representative of a corporate member, shall be a quorum.
36. If within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
37. No business other than the appointment of the Chair of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.

CHAIRING GENERAL MEETINGS

38. The Chair of Council shall preside as chair at every General Meeting of the Association, but if they should be absent or unwilling to act as chair or if at any meeting the Chair of Council shall not be present within fifteen minutes after the time appointed for holding the meeting a Vice Chair of Council shall preside as chair at the meeting or failing that the members of the Council present may choose one of their number to be chair at the meeting, and in default of their doing so, the Members present shall appoint a

Professional Member to be Chair of the meeting. The person chairing a meeting in accordance with this Article is referred to as “the Chair of the meeting”.

ATTENDANCE AND SPEAKING BY MEMBERS OF COUNCIL AND NON-MEMBERS

- 39. Members of the Council may attend and speak at General Meetings.
- 40. The Chair of the meeting may permit other persons who are not:
 - 40.1 Members of the Association; or
 - 40.2 otherwise entitled to exercise the rights of Members in relation to General Meetings,
 - 40.3 to attend and speak at a General Meeting.

ADJOURNMENT

- 41. If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.
- 42. The Chair of the meeting may adjourn a General Meeting at which a quorum is present if:
 - 42.1 the meeting consents to an adjournment; or
 - 42.2 it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 43. The Chair of the meeting must adjourn a General Meeting if directed to do so by the meeting.
- 44. When adjourning a General Meeting, the Chair of the meeting must:
 - 44.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the members of Council; and
 - 44.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

45. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 Clear Days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 45.1 to the same persons to whom notice of the Association's General Meetings is required to be given; and
- 45.2 containing the same information which such notice is required to contain.
46. No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS AND BY WRITTEN RESOLUTION

VOTING

47. Save as expressly provided in these Articles, no member unless duly registered as a Member and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of their membership, shall be entitled to be present or to vote on any matter at any General Meeting (either personally or by proxy), or on a written resolution.
48. On a vote on a resolution on a show of hands at a meeting, each Member present has one vote.
49. Subject to Article 50, on a vote on a resolution on a show of hands at a meeting, every proxy present who has been duly appointed by one or more Members entitled to vote on the resolution has one vote.
50. On a vote on a resolution on a show of hands at a meeting, a proxy has one vote for and one vote against the resolution if:
- 50.1 the proxy has been duly appointed by more than one Member entitled to vote on the resolution; and
- 50.2 the proxy has been instructed by one or more of those Members to vote for the resolution and by one or more other of those Members to vote against it.

ERRORS AND DISPUTES

51. No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

52. Any such objection must be referred to the Chair of the meeting, whose decision is final.

POLL VOTES

53. A poll on a resolution may be demanded:

53.1 in advance of the General Meeting at which that resolution is to be put to the vote; or

53.2 at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

54. A poll may be demanded by:

54.1 the Chair of the meeting; or

54.2 at least three Members present or by proxy and entitled to vote; or

54.3 one or more Members present or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting,

54.3.1 and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

55. A demand for a poll may be withdrawn if:

55.1 the poll has not yet been taken; and

55.2 the Chair of the meeting consents to the withdrawal.

56. A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.

57. Polls must be taken immediately upon demand (subject to being withdrawn in accordance with Article 55) and in such manner as the Chair of the meeting directs.

RIGHT TO APPOINT PROXIES

58. A Member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and speak and vote at a meeting of the Association.

CONTENT OF PROXY NOTICES

59. Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
- 59.1 states the name and address of the Member appointing the proxy;
 - 59.2 identifies the person appointed to be that Member’s proxy and the General Meeting in relation to which that person is appointed;
 - 59.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the members of Council may determine;
 - 59.4 is delivered to the Association in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting at which the right to vote is being exercised and in accordance with any instructions contained in the notice of the General Meeting or adjourned meeting to which they relate;
 - 59.5 in the case of a poll taken more than 48 hours after it is demanded, is delivered to the Association after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; and
 - 59.6 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, is delivered at the meeting at which the poll was demanded to the Chair or any member of Council or the Council secretary.
60. The members of the Council shall determine the form of the proxy notice.
61. A proxy notice which is not delivered in accordance with Article 59 shall be invalid unless the members of Council, in their discretion, accept the notice at any time before the meeting.
62. The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
63. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
64. Unless a proxy notice indicates otherwise, it must be treated as:
- 64.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

- 64.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

DELIVERY OF PROXY NOTICES

65. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
66. An appointment under a proxy notice may be revoked by delivering to the Association a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
67. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
68. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

POWER TO DELAY OR POSTPONE GENERAL MEETINGS

69. The members of Council may suspend the requirement to hold an Annual General Meeting within the time limits specified in Article 17 for a particular calendar year, if they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. Such a decision must be kept under regular review and communicated to Members. Insofar as required in light of the delay, they must make appropriate arrangements to deal with any business usually dealt with at the meeting (including to make suitable and reasonable arrangements for Council member retirements and appointments, which when resolved upon and communicated to the Members shall be binding in place of the arrangements in Articles 79).
70. The members of Council may postpone a General Meeting if, after the notice of meeting (or adjourned meeting) is sent, but before the meeting (or adjourned meeting) is held, they reasonably believe that it is an appropriate and proportionate measure to preserve the safety and security of attendees or the wider public, or to comply with law or government guidance. The members of Council must then provide such notice of the date, time and place (and any Remote Attendance details) of the postponed meeting and any such other information as they shall determine. No

business shall be dealt with by the postponed meeting that could not have been dealt with if it had not been postponed.

AMENDMENTS TO RESOLUTIONS

- 71. An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
 - 71.1 notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine); and
 - 71.2 the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 72. A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:
 - 72.1 the Chair of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed; and
 - 72.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 73. If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

- 74. Subject to Article 47, the Association may deal with business by written resolution in accordance with the Act and the Articles.

NUMBER OF MEMBERS OF COUNCIL

- 75. Unless otherwise determined by ordinary resolution, there shall be at least five members of Council.

APPOINTMENT AND RETIREMENT OF MEMBERS OF COUNCIL

- 76. Members of Council (including the Chair of Council) shall be elected at a General Meeting in accordance with any rules as adopted in accordance with Article 123.

77. For the avoidance of any doubt, a person must be a Member and must not be disqualified under Articles 82 or 94 to be eligible to hold office as a member of the Council.
78. The elections of members of Council shall be conducted in line with any rules which have been adopted in accordance with Article 123 and such rules must be read in compliance with the relevant requirements of the Trade Union Act.
79. A member of Council's appointment takes effect at the end of the meeting at which they are elected and, subject to Articles 80 and 81, they may serve until the end of the third Annual General Meeting after they are elected. Subject to Articles 81 and 82, at that meeting, the member of Council will be eligible for re-election for a second consecutive term of office.
80. In exceptional circumstances, the Council may, by a resolution passed by at least 75% of the Council members entitled to vote on the matter, decide that the first and/or second consecutive term of office of a member of Council shall be extended for up to two years.
81. The WFOT Representative may serve until the end of the fourth Annual General Meeting after they are elected at which point they cease to hold office and they shall not be eligible to serve any further terms of office unless that there is no successor WFOT Representative. In such circumstances, the Council may decide to extend the incumbent WFOT Representative's terms of office by one year.
82. No member of Council shall serve for five consecutive years without being re-elected and unless re-elected they shall cease to hold office in accordance with this Article. A member of Council who has served for eight consecutive years must take a break from office for at least 12 months before they can be eligible for re-election for any further term.
83. In case of a casual vacancy on the Council, such vacancy shall be filled at the next election of members of Council held at a General Meeting in accordance with Article 123.
84. The Council may from time to time and at any time appoint observers who shall not be members of Council. Observers may attend meetings of Council at the invitation of Council but shall not have a right to vote.
85. The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if there are less than five the members for the time

being of the Council may act for the purpose of convening a General Meeting or increasing the number of its members to five but for no other purpose.

COUNCIL'S MANAGEMENT OF THE ASSOCIATION'S BUSINESS

86. Unless the Articles provide otherwise, the members of Council are responsible for managing the Association's business. When doing so, they may exercise all the powers of the Association.
87. The Members may pass a special resolution requiring the members of Council to take (or refrain from taking) specified action: but this does not invalidate anything which the members of Council did before the resolution was passed.

REMUNERATION OF MEMBERS OF COUNCIL

88. Members of Council may undertake any services for the Association that the Council decides, with the exception of for their services as a member of Council, and are entitled to such reasonable and proper remuneration as the Council decides.
89. The Chair of Council is entitled to such reasonable and proper remuneration as the Council determines:
- 89.1 for their services to the Association as Chair of Council: and
- 89.2 for any other service which they undertake for the Association.
90. Subject to the Articles, the Chair of Council's remuneration may:
- 90.1 take any form: and
- 90.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of the Chair of Council.
91. Unless the Council decide otherwise, the member of Council's remuneration accrues from day to day.
92. Unless the Council decide otherwise, members of Council are not accountable to the Association for any remuneration which they receive as directors or other officers or employees of the Association's subsidiaries or of any other body corporate in which the Association is interested.

EXPENSES

93. The Association may pay any reasonable expenses which the members of Council properly incur in connection with their attendance at:
- 93.1 meetings of Council or committee meetings: or
- 93.2 General Meetings:
- 93.3 or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

94. The office of a member of the Council shall be vacated if the member of the Council:
- 94.1 has a bankruptcy order made against them or makes any arrangement or composition with their creditors generally;
- 94.2 has, in the Council's reasonable belief, become incapable of managing their own professional affairs and the Council resolves to remove the member of Council from office;
- 94.3 ceases to be eligible to hold such office in accordance with Articles 81 or 82;
- 94.4 registration as a Member is revoked or is suspended, and if so suspended, the resulting vacation of their office as a member of the Council shall be final;
- 94.5 by notice in writing to the Association resigns their office;
- 94.6 ceases to hold office by virtue of any provisions of the Act or becomes prohibited by law from holding office;
- 94.7 is removed from office by a resolution duly passed pursuant to Section 168 of the Act;
or
- 94.8 at a meeting of the Council at which at least half of the members of Council are present, a resolution is passed by at least a 75% majority that the Council member is removed from office. Such a resolution shall not be passed unless the Council member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances underlying the proposal, and has been afforded a reasonable opportunity of either (at their option) being heard by or making written representations to the Council. In exercising this power, the Council must have regard

to section 64 of the Trade Union Act on a trade union member's right not to be unjustifiably disciplined by the relevant trade union.

95. In addition and without prejudice to the provisions of Section 168 of the Act, the Association may by ordinary resolution remove any member of the Council before the expiration of their period of office [and any vacancy which arises as a result of this shall be filled in accordance with Article 83].

PROCEEDINGS OF THE COUNCIL

96. The Council may regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, the quorum shall be four members of Council or 30% of members of Council, whichever is higher.
97. Subject to Articles 80 and 94.8, questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
98. The Council may determine that proceedings of the Council shall be confidential, in which event no member of the Council or other office of the Association or observer shall make any disclosure without the authority of the Council or of the Association in General Meeting, save such disclosures as they may by law be required or bound to make or as it may be for their own protection or for the protection of the Association necessary for them to make.
99. The Chair of Council may, (and shall on the request of any three members of the Council or the Chief Executive) at any time, call a meeting of the Council by notice served upon the members of the Council.
100. The Council shall from time to time from among its membership elect one Vice-chair and may determine for what period they are to hold office (subject to the rules in these Articles about maximum length of service on Council).
101. The Chair of Council shall preside at all meetings of the Council at which they shall be present, but if the Chair of Council is not present within five minutes after the time fixed for holding the meeting, the members of the Council present shall choose the Vice-chair present or failing that one of the members of Council present to act as Chair of the meeting.

102. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the Council generally.
103. All acts bona fide done by any meetings of the Council or of any committee of the Council, or by any person acting as a member of the Council shall, notwithstanding it be discovered later that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
104. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting or by the Chair of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts stated in them.
105. The Council or any committee of Council may take decisions without a meeting if a simple majority of them indicate by any means that they share a common view on a matter. A decision taken in accordance with this Article 105 shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted, provided:
- 105.1 the Chair of Council or the company secretary (if any) or any other person authorised by Council to put the proposed decision to the members of Council (the "Facilitator") has taken reasonable steps to notify all members of Council of the proposed decision;
- 105.2 a majority of members of Council have indicated to the Facilitator (by any means) that they approve the proposed decision; and
- 105.3 following receipt of responses from a majority of members of Council, the Facilitator has communicated to all members of Council (by any means) that the decision has been formally approved by Council in accordance with this Article 105.
106. Subject to these Articles, members of Council participate in a Council meeting, or part of Council meeting, when:
- 106.1 the meeting has been called and takes place in accordance with these Articles; and

- 106.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
107. In determining whether members of Council are participating in a Council meeting, it is irrelevant where any member of Council is or how they communicate with each other.
108. If all the members of Council participating in a meeting are not in the same place, the meeting shall be deemed to take place where the largest number of participators is assembled or, if no such group can be identified, the members of Council may decide that the meeting is to be treated as taking place wherever any of them is.

DELEGATION BY COUNCIL

109. Unless the Articles provide otherwise, the members of Council may delegate:
- 109.1 any of their powers or functions to any committee; and
- 109.2 the implementation of their decisions, or the day-to-day management of the Association's affairs, to any person or committee.
110. The members of Council may delegate by such means; to such an extent; in relation to such matters or territories; and on such terms and conditions as they think appropriate. They may allow those to whom a responsibility has been delegated to delegate further; and may change or terminate the delegation arrangements at any time.

Delegating to a committee

111. When delegating to a committee, the members of Council must confirm:
- 111.1 the composition of that committee (although the committee must have at least one member of Council and the Council may permit the committee to co-opt its own additional members, up to a specified number);
- 111.2 how the committee will report regularly to the members of Council; and
- 111.3 any other regulations relating to the functioning of the committee.
112. No committee shall knowingly incur expenditure or liability on behalf of the Association except where authorised by the members of Council or in accordance with a budget which has been approved by the members of Council.

Appointing agents

113. The members of Council may (by power of attorney or otherwise) appoint any person to be the agent of the Association for such purposes and on such conditions as they decide.

CONFLICTS AND DECLARATIONS OF INTEREST

Authorisation of conflicts

114. Notwithstanding any other provision in these Articles, any situation which gives rise to an interest or duty which causes or would cause a Potential Conflict Situation arising from a Council member being a trustee of the Royal College is authorised under this Article and the Council member may participate in the decision-making process and may be counted in the quorum and vote in relation to the matter.

Declaration of interests

115. A Council member must declare the nature and extent of:
- 115.1 any direct or indirect interest which they have in a proposed transaction or arrangement with the Association; and
- 115.2 any duty, or any direct or indirect interest, which they have which conflicts or may conflict with the interests of the Association or their duties to the Association.

Involvement in decision-making

116. A Council member's entitlement to participate in decision-making in relation to a matter depends on whether:
- 116.1 their situation could reasonably be regarded as likely to give rise to a conflict of interest or duties in respect of the Association (a "Potential Conflict Situation"); or
- 116.2 this is not the case (a "No Conflict Situation").
117. Any uncertainty about whether a situation is a Potential Conflict Situation or a No Conflict Situation in relation to a matter shall be decided by a majority decision of the other members of Council taking part in the relevant decision.
118. A Council member in a No Conflict Situation can participate in the decision-making process, be counted in the quorum and vote in relation to the relevant matter.

119. A Council member in a Potential Conflict Situation can participate in the decision-making process, be counted in the quorum and vote in relation to the relevant matter, unless:
- 119.1 a majority of the other members of Council members taking part in the relevant decision decide otherwise; or
 - 119.2 the decision could result in the member of Council receiving a benefit other than:
 - 119.2.1 the payment of premiums in respect of indemnity insurance (see Article 5.23);
 - 119.2.2 payment under the indemnity in Article 134 (Indemnity); or
 - 119.2.3 a decision to approve a policy in general terms under which the members of Council may benefit from remuneration and payment of expenses (provided that no member of Council may take part in any decision on that member of Council's individual remuneration),in which case Article 120 applies to the decision.

120. If this Article applies, the relevant Council member must:
- 120.1 take part in the relevant decision-making process only to such extent as in the view of the other members of Council is necessary to inform the debate;
 - 120.2 not be counted in the quorum for that part of the process; and
 - 120.3 withdraw during the vote (if applicable) and have no vote on the matter.

Continuing duties to the Association

121. Where a Council member has a conflict of interest or conflict of duties and the Council member has complied with their obligations under these Articles in respect of that conflict:
- 121.1 the Council member shall not be in breach of their duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence owed by them; and
 - 121.2 the Council member shall not be accountable to the Association for any benefit expressly permitted under these Articles which they derive from any matter or from any office, employment or position.

RECORDS OF DECISIONS TO BE KEPT

122. The members of Council must ensure that the Association keeps a record, in writing, of every unanimous or majority decision taken by the members of Council, for such period as is required by the Act.

RULES

123. The members of Council may from time to time make, repeal or alter such rules as they think fit as to the management of the Association and its affairs, including (without limitation) the conduct of meetings (including any arrangements for Remote Attendance); codes of conduct for members or the Council; the payment of subscriptions; and the duties of officers and employees of the Association. The rules shall be binding on all members of the Association. No rule shall be inconsistent with the Act, the Articles or any rule of law.
124. The Association in general meeting has the power to alter, add to or repeal the rules.

SECRETARY

125. The members of Council may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and appoint a replacement, in each case by a decision of the members of Council.

ACCOUNTS

126. The Council shall cause accounting records to be kept in accordance with Sections 386, 388 and 390 of the Act.
127. The accounting records shall be kept at the Office, or (subject to the provisions of the Act) at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
128. Except as provided by law or authorised by the members of Council or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member.

AUDIT

129. To the extent required by the Act, at least once in every year the accounts of the Association shall be examined and the correctness of the income and expenditure

account and balance sheet ascertained by one or more properly qualified auditor or auditors.

130. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

131. The Association may send or supply any documents, notices, information or other material to Members or Council members in the manner indicated in the first column below. They will be deemed received at the time specified in the second column below. This Article is subject to Article 132.

Method	Deemed delivery
(a) By hand;	The day it was delivered.
(b) By post, in a prepaid envelope addressed to the recipient;	48 hours after posting, excluding any part of a day that is a Saturday, Sunday or Public Holiday.
(c) Sent by electronic means;	The day it was sent.
(d) Sent by making it available on a website; or	The day it was made available or (if later) the day the recipient was notified (or is deemed notified) that it was so available.
(e) Sent by other means authorised by the Articles and the Act.	In accordance with any provisions in the relevant article or the Act.

132. The following exceptions apply:

132.1 where the Act requires it, the requirements in that Act for the Association to gain a person's consent (or deemed consent) must be complied with before method (c), (d) or (as applicable) (e) is used (or before relevant material is sent in electronic form by other means);

132.2 a Council member may agree with the Association that notices or documents concerning Council decision-making can be sent to them in a particular way (whether or not listed above); and that they may be deemed delivered sooner than would otherwise be the case under this Article;

- 132.3 a Member present in person or by proxy at a meeting of the Association shall be deemed to have received notice of the meeting and the purposes for which it was called;
- 132.4 a Member who does not register a postal address within the United Kingdom with the Association shall not be entitled to receive any notice from the Association (while it may provide them, in its discretion and subject to these Articles and the Act); and
- 132.5 where any document or material has been sent or supplied by the Association by electronic means and the Association receives notice that the message is undeliverable:
- 132.5.1 if the material has been sent to a Member or member of Council and is notice of a general meeting of the Association, the Association is under no obligation to send a hard copy of the material to their postal address as shown in the Association's Register of Members or Council members, but may in its discretion choose to do so;
- 132.5.2 in all other cases, the Association shall send a hard copy of the material to the Member's postal address (within the United Kingdom) as shown in the Association's register of members, or in the case of a recipient who is not a Member, to the last known postal address for that person within the United Kingdom (if any); and
- 132.5.3 the date of service or delivery of the material shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

LIABILITY OF MEMBERS

133. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Association in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for—
- 133.1 payment of the Association's debts and liabilities contracted before they cease to be a Member,
- 133.2 payment of the costs, charges and expenses of winding up, and
- 133.3 adjustment of the rights of the contributories among themselves.

INDEMNITY

134. Without prejudice to any indemnity to which a Council member may otherwise be entitled:
- 134.1 every Council member shall be indemnified out of the assets of the Association in relation to any liability incurred by them in that capacity but only to the extent permitted by the Act; and
- 134.2 every other officer of the Association may be indemnified out of the assets of the Association in relation to any liability incurred by them in that capacity, but only to the extent permitted by the Act.

WINDING UP

135. At any time before, and in expectation of, the winding up or dissolution of the Association, the Council members may resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision made for them, shall on the winding up or dissolution of the Association be applied or transferred in any of the following ways:
- 135.1 directly for the purposes of the Association; or
- 135.2 to any institution or institutions:
- 135.2.1 for purposes similar to the purposes of Association; or
- 135.2.2 for use for particular purposes that fall within the purposes of the Association.
136. In no circumstances shall the net assets of the Association be paid to or distributed among the Members under this Article.