

Articles of Association

Re-issued 2018



Company Limited by Guarantee, Reg. No. 1392004

Registered address: 11 Brookfield, Duncan Close, Moulton Park, Northampton NN3 6WL

THE COMPANIES ACTS 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION of THE SOCIETY OF HOMEOPATHS LIMITED

INTRODUCTION

- 1) The name of the Company (in this document called 'the Society') is 'The Society of Homeopaths Limited'.
- 2) The Objects of the Society are:
 - a) to promote and advance homeopathy
 - b) to promote and aid research into all aspects of homeopathy, and to disseminate the results
 - c) to promote the highest educational standards by providing a framework which supports a community of educational establishments; to work in partnership with them, maintaining appropriate structures and policies for a high quality teaching and learning environment
 - d) to develop and maintain a register of qualified and practising homeopaths in the public interest
 - e) to develop and maintain the highest standards for registration and a process of monitoring Members' continuing professional development
 - f) to set the standards of conduct and practice expected of Registered Members, Overseas Registered Members, Student Members or Student Clinical Members and to give advice in relation to the practice of homeopathy
 - g) to maintain and uphold standards by means of a Code of Ethics and Practice which encourages integrity and responsibility in the practice of homeopathy
 - h) to encourage professional and social relationships among the Members
 - i) to use all forms of media to disseminate information in any way relating to the objects and aims of the Society
 - j) to organise conferences and meetings that fulfil the objects and aims of the Society
 - k) to carry on any other business or activities which in the opinion of the Directors of the Society is necessary to the achievement of its objects and aims
 - l) All of the above objects are independent and separate from each other.
- 3) The income and assets of the Society, shall be applied solely towards the promotion of its objects.
- 4) No part of the income and property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Society.
- 5) This shall not prevent any payment in good faith by the Society with regard to
 - a) any Member in their capacity as a beneficiary of the Society
 - b) reasonable and proper remuneration to any Member for any goods or services supplied to the Society (including services performed by the Member under a contract of employment with the Society)
 - c) interest at a reasonable and proper rate on money lent by any Member to the Society
 - d) any reasonable and proper rent for premises let by any Member to the Society
 - e) a Member who is also a Director
- 6) A Director may receive the following benefits from the Society:
 - a) a benefit from the Society in their capacity as a beneficiary of the Society
 - b) a Director may be reimbursed by the Society for reasonable expenses properly incurred when acting on behalf of the Society
 - c) a Director may be paid reasonable and proper remuneration by the Society.
- 7) No Director may be employed by the Society as a member of staff.
- 8) The liability of the Members is limited. Every Member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while they are a Member, or within one year after ceasing to be a Member, for the payment of the debts and liabilities of the Society contracted before they cease to be a Member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

PRELIMINARY & INTERPRETATION

- 9) From the date of incorporation, the Regulations contained in Table C in the Schedule to the Companies (Table A to F) Regulations 1985 shall not apply to the Society."
- 10) In these Articles:

WORDS

"the Society"

"the Act"

"Articles"

"the Seal"

"the United Kingdom"

"Electronic Form"

"Excluded Employee"

"in writing"

"Independent Route"

"Member"

"Retired Registered Member"

"the Office"

"the Board"

"the Chief Executive"

"Director"

"Elected Board Members"

"Lay Board Members"

"PSC"

"PCO"

"PSM"

"Third Party"

MEANINGS

The Society of Homeopaths Limited

The Companies Act 2006 including any statutory modification or reenactment thereof for the time being in force

These Articles of Association of the Society

The common Seal of the Society

Great Britain and Northern Ireland

Has the meaning given in section 1168 of the Act

Any person who has been employed by the Society under a contract of services or consultancy and who has received gross remuneration of more than £2,000 in each tax year of service but has not been employed by the Society under a contract of services or consultancy for the full two years preceding the date of any Annual General Meeting.

Written, printed, and other modes of representing or reproducing words in a visible form, including any words sent or supplied in Electronic Form

the alternative route to becoming a homeopath recognised by the Society by achieving, to the satisfaction of the PSM, criteria published by the Board for that purpose from time to time

as defined in Article 12

as defined in Article 14 (c)

The Registered Office of the Society

The Board of Directors of the Society for the time being

The person nominated and appointed by the Board from time to time to perform the duties of the Chief Executive in accordance with Articles 116 and 117

A voting member of the Board of Directors. (This does not include staff whose job title includes the term Director)

as defined at Article 72

as defined at Article 72

The Professional Standards Committee of the Society for the time being or any successive body that is established by the Board to replace the Professional Standards Committee in its entirety

The Professional Conduct Officer of the Society from time to time

The Professional Standards Manager of the Society from time to time

Any organisation or business that is not the Society but operates pursuant to objects similar to those contained within Article 2

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Society.

Words importing the singular number only shall include the plural number and vice versa.

MEMBERSHIP

- 11) The provisions of Section 112(2) of the Act shall be observed by the Society and every Member of the Society shall sign a written consent to become a Member, and on becoming a Member every Member of the Society shall have seen a copy of the Articles of Association of the Society and the Code of Ethics and Practice.
- 12) The Board shall admit to membership such persons as it shall think fit ("Member") and the Board may from time to time by resolution prescribe (and vary) criteria for membership. The Board need not give reasons for declining to accept any person as a Member.
- 13) The Board may in its discretion levy subscriptions on all Members of the Society at such rate(s) as it shall determine.
- 14) There shall be several classes of membership as the Board shall decide, including:
 - a) A Registered Member is a Member whose name has been entered on the Society's Register of Homeopaths as a professional homeopath who meets its requirements for such entry and who shall practise homeopathy in accordance with the Society's Code of Ethics and Practice and any other professional standards which may have been agreed by the Board.
 - b) Only Registered Members are entitled to vote at General Meetings of the Society or to stand for election as a Director.
 - c) A Registered Member who no longer wishes to practice homeopathy due to age or ill health, and is unlikely to resume practice, may retire permanently from the Register and cease insurance cover ("Retired Registered Member"). They shall retain the status of a Registered Member and shall be eligible for election as a Director or for co-option to the Board. They shall be entitled to use the initials RSHom(Rtd). Retired status and use of the designation RSHom(Rtd) is conditional on the Member retiring fully from practice. This status can be withdrawn at the absolute discretion of the Board if such Member practises at any time on a professional basis (and this applies to membership of other registers), or is deemed to have discredited the Society in any way. Reinstatement of a Retired Member to the Register shall be on written application by the Member to the Board, whose decision shall be final. A Retired Member may not use the designation RSHom unless the Board has reinstated them to the Register.
 - d) An Overseas Registered Member is someone who has:
 - i. graduated from a college in the UK accredited by the Society but is working overseas;
 - ii. graduated from an overseas college accredited by the Society; or
 - iii. qualified by the Independent Route if they have neither trained at an accredited college nor live or work in the UK.All Overseas Registered Members shall be entitled to be and remain on the Register but are not eligible for any insurance provided by the Society for its Registered Members. Overseas Registered Members should make provision for appropriate insurance in their country of residence.

All Overseas Registered Members must abide by the Code of Ethics and will be subject to the Society's professional conduct procedures unless and to the extent the PCO (or such person nominated by the Board) agrees on a case by case basis that the professional conduct procedures can be waived conditionally or unconditionally. If a complaint is made against the Overseas Registered Member they will abide by such rules, practises and procedures as the PCO (or such person nominated by the Board) considers appropriate and reasonable. The Member will also abide by any applicable rules and regulations of the country they are practising in at the time.
 - e) A Member who wishes to withdraw temporarily from the Register may do so for a period of up to three years. During that period of temporary retirement no insurance cover shall be provided and the designation RSHom may not be used by the Member.
 - f) A Student Clinical Member is a person not yet qualified who is in regular attendance at a course of homeopathic training recognised by the Society, and may only practise homeopathy within the process of supervision administered on the course. During such practice the Student Clinical Member must abide by the Society's Code of Ethics and Practice.
 - g) A Student Member is a person not yet qualified who is undergoing homeopathic training acceptable to the Board, and may only practise homeopathy within the process of supervision administered on their course or other training. During such practice the Student Member must abide by the Society's Code of Ethics and Practice.
 - h) Any other classes as shall be determined from time to time by the Board.

- 15) The Board shall determine the privileges and conditions of each class of membership, subject to the other provisions of these Articles, providing that voting membership is available only to Registered Members and Retired Registered Members. The Board may determine to admit or refuse admission at its absolute discretion.
- 16) No person shall be admitted to membership until the required subscription has been paid.
- 17) All Registered Members and Student Clinical Members shall have full professional indemnity and public/products liability insurance provided or approved by the Society.

AWARDS

- 18) The Board shall determine awards to Members and non members as it sees fit for services to homeopathy or the Society.

RESIGNATION AND TERMINATION OF MEMBERSHIP

- 19) Any Member may terminate their membership of the Society by notice in writing served on the Society and then the member shall be deemed to have resigned and their name shall be removed from the Register of Members. (Refer also to Article 33).
- 20) Where subscriptions or levies due to the Society from a Member have been left unpaid for one month after the due date their membership may be deemed to be terminated and if necessary their name removed from the Register of Homeopaths.
- 21) Readmission of a former Member shall be at the absolute discretion of the Board.

THE REGISTER OF HOMEOPATHS

- 22) Registered Members and Overseas Registered Members may use the title "Registered Homeopath" and/or "Registered with the Society of Homeopaths". Registered Members may also use the abbreviation "RSHom", and Overseas Registered Members may use the abbreviation "RSHom (Overseas)", or such other designations as the Board shall from time to time decide.
- 23) Members, other than those on the Register of Homeopaths, shall not use their membership, nor the name, goodwill or facilities of the Society, to enhance personal reputation, to solicit patients, to obtain personal benefit, or for any professional purpose whatsoever.
- 24) A Registered Member or Overseas Registered Member may withdraw their contact details from the published Register of Homeopaths, for reasons agreed with the Board, while retaining Registered Membership and continuing in practice. The member's name shall subsequently be returned to the published Register upon request to the Chief Executive at any time.
- 25) A Registered Member or Overseas Registered Member who has not continued in practice and has withdrawn or retired for more than three years may be reinstated to the Register upon application to the Board, who may in its absolute discretion reassess that Member's proficiency to practise and may refuse reinstatement to the Register of Homeopaths as it sees fit.
- 26) Upon resignation or cessation of membership of the Society, a Registered Member's or Overseas Registered Member's name shall also be removed from the Register of Homeopaths, and notification to the membership of the Society and general public may be given at that time.

REGISTRATION

- 27) The Registrar will be responsible to the Board for the administration and supervision of persons to the Register of Homeopaths.
- 28) The requirements governing the admission of persons to the Register of Homeopaths shall be determined by the Board after consulting with the Registrar and shall be set out in the Society's registration document, as published and amended from time to time by the Society, provided that no person shall be admitted to the Register of Homeopaths until any appropriate subscription has been paid.

- 29) If a candidate for registration or examination wishes to appeal against a decision they may do so on the following grounds:
- a) that the registration procedures have not been properly followed; or
 - b) that a breach of the relevant Code of Ethics and Practice has occurred.
- A formal appeal may be made through the Chief Executive and will be dealt with in accordance with the Society's Registration procedures.

CODE OF ETHICS AND PRACTICE AND PROFESSIONAL CONDUCT PROCEDURES

- 30) The Board shall publish a Code of Ethics and Practice and Professional Conduct Procedures to ensure that Members are fully informed and supported with regard to the conduct that is expected of them. The Board shall also maintain those procedures and remain responsible that they are carried out effectively.

CESSATION OF MEMBERSHIP AND REINSTATEMENT

- 31) A Member may resign from membership by giving notice in writing. Any outstanding Professional Conduct procedures will be completed.
- 32) If it appears to the Board that any Member shall have committed a serious breach of the Code of Ethics and Practice of the Society or they have, by any act or omission, shown themselves to be unfit to be a Member, or have brought Members or the Society into disrepute, then the Board shall refer the incident to the PCO who shall act in accordance with the Professional Conduct Procedures, and who may request that the PSC consider if it is appropriate for the PSC to temporarily suspend such Member from the enjoyment of the rights and privileges of membership pending the outcome of an investigation.
- 33) If, following the proper procedures as referred to above, an adjudication hearing is deemed necessary, these rules shall apply:
- a) a date, time and place shall be appointed for the hearing of the allegation;
 - b) the Member concerned shall be informed in writing of the date, time and place where the hearing shall take place and the nature of the allegation, with sufficient notice prior to the appointed date for the hearing.
 - c) the Member shall be entitled to attend and make either written or verbal personal representations at the hearing and may call witnesses, and shall be entitled to legal or other representation.
- 34) The Adjudication Panel, after holding such a hearing, may decide to do all or any of the following if, in their opinion the Member concerned has been found to be in breach of the Code of Ethics and Practice of the Society or having, by any act or omission, shown themselves to be unfit to be a Member, or have brought Members or the Society into disrepute:
- a) expel a Member from the Society;
 - b) suspend a Member for a period not exceeding 2 years;
 - c) warn the Member as to their conduct;
 - d) direct the Member to pay such costs caused by the conduct of the Member as the PSC thinks just; and or
 - e) make a recommendation that any other such action as they may consider to be appropriate is followed.
- 35) If the Member concerned shall be dissatisfied with the decision of the Adjudication Panel, and shall give notice in writing of such dissatisfaction and the reasons for the same within 14 days of the adjudication panel's decision, then such Member shall be entitled to appeal. The appeals procedures as set out in the Professional Conduct Procedures will be followed.
- 36) In the case of a decision following a hearing to suspend or to expel a Member, the suspension or expulsion shall begin after twenty-eight clear days from the date of the notice of such decision being given to the Member, if no appeal has been lodged, or at the conclusion of an appeal meeting.
- 37) The Society shall be entitled to publish, in any of its publications, and in the general press or other publications selected by the Board, notice of the suspension or expulsion of any Member subject to the provisions of these Articles, provided that such publication contains only the name and, if necessary, address of the Member and the formal grounds for such suspension or expulsion.

- 38) Upon application by a former Member to be reinstated to membership and/or the Register of Homeopaths after expulsion, the PSC may exercise absolute discretion whether or not to reinstate the former Member and to which class of membership of the Society they shall be reinstated.
- 39) A former Member who has withdrawn from practice and from Membership may be reinstated to their former membership upon application to the PSC who shall have discretion, without right of appeal, to reassess that member's proficiency to practise and who may recommend further training before readmission.
- 40) Upon the disappearance of a Member, their membership shall be deemed to have ceased as and when the subscription is overdue and unpaid for three months. The former member may apply to the Board for reinstatement but the PSC may exercise absolute discretion whether or not to reinstate this person to registered membership.

GENERAL MEETINGS

- 41) The Board shall hold a General Meeting in every calendar year as its Annual General Meeting not later than 6 months after the end of the financial year and 15 months after the previous Annual General Meeting, and at such time and place as the Board shall determine and shall specify the Meeting as such in the notices calling it.
- 42) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 43) The Board may, when they think fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting may also be convened by signed requisition of at least 5% of the Registered Membership as provided by Section 303 of the Act.

NOTICE OF GENERAL MEETINGS

- 44) An Annual General Meeting and a Meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing or by email, and a Meeting of the Society other than an Annual General Meeting or a Meeting for the passing of a special resolution called by fourteen days' notice in writing or by email at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the Meeting and, in case of special business, the general nature of that business, and shall be given, in manner mentioned below, or in such other manner, if any, as may be prescribed by the Society in General Meeting, to such persons as are, under the Articles of the Society, entitled to receive such notices from the Society:
- 45) Provided that a Meeting of the Society shall, notwithstanding that it is called by shorter notice be deemed to have been duly called if it is so agreed
 - a) in the case of a Meeting called as the Annual General Meeting, by 90% of the members entitled to attend and vote
 - b) in the case of any other Meeting, by a majority in number of the members having a right to attend and vote at the Meeting, being a majority together representing not less than 90% of the total voting rights at that Meeting of all the members.
- 46) Notice of meetings shall be given to all the Members entitled to vote and to the Board and Auditors.
- 47) 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.

PROCEEDINGS AT GENERAL MEETINGS

- 48) The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets and the reports of the Board and auditors; to elect Directors in place of those retiring and also additional Directors and to elect auditors. All other business transacted at an Annual General Meeting shall be deemed special.
- 49) No business shall be transacted at any Meeting, except the adjournment of the Meeting, unless a quorum of Registered Members is present at the time when the Meeting proceeds to business, and such quorum shall consist of twenty Registered Members entitled to vote.

- 50) If within thirty minutes from the time appointed for the Meeting a quorum be not present, the Meeting, if convened upon 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 to such time and place as the member or members present may determine, and if at such adjourned Meeting a quorum be not present within thirty minutes from the time appointed for the Meeting, the Member or Members present shall be deemed to be a quorum and may do all business which a full quorum might have done.
- 51) The Chair (if any) of the Board, or in the absence of the Chair, the Vice-Chair (if any) shall preside at every General Meeting of the Society. If there be no such Chair, or if at any Meeting the Chair is not present within thirty minutes after the time appointed for holding the Meeting, the Members present shall choose one of the Directors present to be the Chair, or if no Director be present, and willing to take up the Chair, the Members present shall choose one of their number to be Chair.
- 52) The Chair may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for twenty-one days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting. Apart from this, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- 53) At any General Meeting, Members representing at least 5% of members eligible to vote, may bring a resolution to the Meeting.
- 54) Subject to the proceedings of the Act and of the next succeeding Article, if a poll be demanded as above it shall be taken at such time and place and in such manner as the Chair of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
- 55) No poll shall be demanded on the election of a Chair of a Meeting or on any question of adjournment.
- 56) In the case of an equality of votes, whether on a show of hands or on a poll the Chair of the Meeting shall be entitled to a second or casting vote.
- 57) The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business in addition to the question on which a poll shall have been demanded.
- 58) If the Board wish to pass an ordinary or a special resolution of the Members, without calling a General Meeting, they shall submit a written resolution to the Members in accordance with sections 288 to 291, inclusive, of the Act. A written resolution shall be passed when the required majority of eligible Members have signified their agreement to it, in accordance with section 296 of the Act.

VOTES OF MEMBERS

- 59) Subject as provided here, every Registered and Retired Member shall have one vote.
- 60) Subject to the information provided here, no voting Member other than a voting Member who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of membership shall be entitled to vote on any question either in person; by post; or by proxy. A Member can also act as a proxy for another voting Member, at any General Meeting.
- 61) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in matters concerning mental disorder, may not vote.
- 62) No person shall vote on any matter in which they have a personal interest whether pecuniary or otherwise or debate on such matter without the permission of the majority of the persons treated as voting such permission to be given or withheld without discussion.
- 63) On a poll, votes may be given either personally or by proxy. On a vote in person, votes may only be given by Members present in person. A proxy need not be a member.
- 64) A poll on a resolution may be demanded (i) in advance of the General Meeting where it is to be put to the vote, or (ii) at the 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.

- 65) A poll vote may be demanded by (i) the Chair of the Meeting, (ii) the Directors, (iii) two or more persons having the right to vote on the resolution, or (iv) a person or persons representing not less than 10% of the total voting rights of all the Members having the right to vote on the resolution.
- 66) A demand for a poll may be withdrawn if the poll has not yet been taken and the Chair of the Meeting consents to the withdrawal.
- 67) Polls must be taken immediately and in such manner as the Chair of the meeting directs.
- 68) An appointment of a proxy shall be in writing, in the usual common form or in such other form as the Board may accept, and signed by the appointer or the appointer's attorney, authorised in writing and need not be witnessed.
- 69) An appointment of a proxy shall authorise the proxy to demand or join in demanding a poll. Unless the appointment states the contrary, the proxy shall be in place for any adjournment of the Meeting as well as for the Meeting to which it relates. To have effect, an appointment of proxy must be received at the Office, or such other place specified in the notice convening the Meeting, or be received electronically in such format and to such address as shall be specified in the notice convening the Meeting, no later than by close of business on the working day falling two days counting directly backwards from the Annual General Meeting date. In calculating the notice period for the receipt of an appointment of proxy, no account shall be taken of any part of a day that is not a working day as defined in section 1173(1) of the Companies Act 2006.
- 70) A vote given in accordance with the terms of an instrument of proxy or postal ballot shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, unsound mind or revocation shall have been received at the office before the start of the Meeting or adjourned Meeting at which the proxy is used.
- 71) Any instrument appointing a proxy or voting by postal ballot shall be maintained by the Chief Executive and issued to members accordingly.

DIRECTORS

- 72) The Board shall be the governing body of the Society. The Board shall consist of up to nine members, six of whom shall be Registered Members and/or Retired Registered Members of the Society, elected in accordance with these Articles (the "Elected Board Members"); and three non-Members (who are not also members of staff) who shall be appointed by the Board (the "Lay Board Members").
- 73) The Directors shall be entitled to receive remuneration as set out in in Articles 6 & 7.
- 74) Only Registered and Retired Registered members of the Society shall be eligible to hold office as a Director. The Lay Board members shall be appointed by the Board.

BORROWING POWERS

- 75) The Board may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party.

POWERS AND DUTIES OF DIRECTORS

- 76) The business of the Society shall be managed by the Board of Directors, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Act, or by these Articles, required to be exercised by the Society in General Meeting, subject nevertheless to the provisions of the Act or the Articles and to such regulations, being not inconsistent with the above provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

- 77) The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Society for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.
- 78) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine. The Board may enter into any indemnity regarding the performance of any obligations by the Society.
- 79) The Board shall cause minutes to be kept. The minutes will record
- a) all appointments of officers made by the Board
 - b) the names of the Directors present at each meeting and committee meetings
 - c) all resolutions and proceedings at all Meetings of the Society, and of the Directors, and of committees of Directors.
 - d) The Chair of each meeting shall sign a copy of the minutes.
- 80) The Board for the time being may act notwithstanding any vacancy in their number, provided always that if at any time the Directors be reduced in number below the minimum prescribed by these Articles, it shall be lawful for the Directors available to act for the purpose of admitting persons to membership of the Society, filling up vacancies in their number or of summoning a General Meeting but for no other purpose.
- 81) The Board may from time to time appoint any Member of the Society as a Director either to fill a casual vacancy or by way of addition to the Board, or to replace a Director removed from office, provided that the prescribed maximum be not thereby exceeded. Any Member so appointed shall retain office only until the next Annual General Meeting, but then shall be eligible for election.
- 82) Without prejudice to the general powers conferred by Article 75 and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Board shall be entrusted with the following powers: from time to time to make all such regulations and bye laws as they think proper with regard to the affairs and concerns of the Society, and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient. Provided that the same do not contravene any of the provisions herein contained, and provided that no bye laws or regulations shall be made under this power which would amount to such an addition to or modification of the Articles as could only legally be made by a special resolution passed in accordance with the provisions of Section 283 of the Act.

CONFLICT OF INTEREST

- 83) The Board may authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director breaching their duty under section 175 of the Act to avoid conflicts of interest.
- 84) Any authorisation will be effective only if the matter in question shall have been proposed by any Director for consideration at a meeting of the Board in the same way that any other matter may be proposed to the Board; any requirement as to the quorum at the meeting of the Board at which the matter is considered is met without counting the Director in question; and the matter was agreed to without that Director voting or would have been agreed to if their vote had not been counted.
- 85) Any authorisation of a conflict of interest extends to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised or be subject to such terms and for such duration, or impose such limits or conditions as the Board may determine; and be terminated or varied by the Board at any time (but no such termination or variation shall affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation).

- 86) In authorising a conflict of interest the Board may decide that if a Director has obtained any information through their involvement in the conflict of interest otherwise than as a Director of the Society and in respect of which they owe a duty of confidentiality to another person, the Director is under no obligation to disclose such information to the Board or to any Director or other officer or employee of the Society; or to use or apply any such information in performing their duties as a Director, where to do so would amount to a breach of that confidence.
- 87) Where the Board authorise a conflict of interest they may provide, without limitation, that the Director is excluded from discussions (whether at meetings of the Board or otherwise) related to the conflict of interest and is not given any documents or other information relating to the conflict of interest; and may or may not vote (or may or may not be counted in the quorum) at any future meeting of the Board in relation to any resolution relating to the conflict of interest.
- 88) Where the Board authorise a conflict of interest the Director will be obliged to conduct themselves in accordance with any terms imposed by the Board in relation to the conflict of interest and the Director will not infringe any duty they owe to the Society by virtue of sections 171 to 177 of the Act provided they act in accordance with such terms, limits and conditions (if any) as the Board impose in respect of its authorisation.
- 89) A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Society for any remuneration, profit or other benefit which they derive from or in connection with a relationship involving a conflict of interest which has been authorised by the Directors or by the Society in General Meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract, transaction or arrangement shall be liable to be avoided on such grounds.

SUSPENSION, DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 90) A Director shall be suspended from office
- a) where a Director chooses to suspend themselves.
 - b) where a Director is suspended in accordance with the Directors' Code of Conduct.
 - c) where a Director fails to fulfill their duties and obligations as a Director and it is in the interests of the Society for the Board to suspend the Director until the failure ceases or the Director vacates the office.
- 91) The office of a Director shall be vacated if:
- a) the Director ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director.
 - b) the Director becomes bankrupt or makes any arrangement or composition with creditors generally.
 - c) the Director is, or may be, suffering from mental disorder and either admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 2007 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 2007, or an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to personal property or affairs.
 - d) the Director resigns office by notice in writing to the Society.
 - e) the Director shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board resolve that this office be vacated.
 - f) the Director is directly or indirectly interested in any contract with the Society and fails to declare the nature of such interest in the manner required by Section 182(1) of the Act.
 - g) the Director is suspended or expelled from membership of the Society.
 - h) Article 94 applies.
- 92) The Society may by ordinary resolution, of which special notice has been given in accordance with Section 168 of the Act, remove any Director before the expiration of the period of office notwithstanding anything in these Articles or in any agreement between the Society and such Director. Such removal shall be without prejudice to any claim such Director may have for damages for breach of any contract of service between the Director and the Society.

ROTATION AND ELECTION OF DIRECTORS

- 93) Lay Board Members or Elected Board Members who have been appointed, who have been in office as a Director for three consecutive years shall retire from office. These Directors shall be eligible for re-election or re-appointment. After two consecutive terms in office, a Lay Board Member or an Elected Board Member shall stand down for a minimum of one year before seeking re-election or being re-appointed, unless at the discretion of the Board it is unanimously agreed that the Board Member concerned shall be eligible for re-election forthwith.
- 94) Lay Board Members will be subject to an annual review by Elected Board Members. The Elected Board Members can require a Lay Board Member to vacate office if the majority of them considers the Lay Board Member's performance to be unsatisfactory.
- 95) Where any of the Elected Directors is due to retire, or a vacancy has otherwise arisen over the year such vacancies arising may be filled in accordance with Article 81 provided that any person so appointed shall automatically retire at the next Annual General Meeting but shall be eligible for re-election as set out below.
- 96) In accordance with any postal and/or electronic ballot for an Annual General Meeting required under Article 95 the Board shall give notice to the Members inviting nominations to fill the vacancies arising (the "Nomination Notice"). The Nomination Notice shall be despatched by the Chief Executive to all Registered Members no later than by close of business on the date falling on the twelfth Friday counting directly backwards from the Sunday immediately preceeding the Annual General Meeting date.
- 97) Only Registered Members are eligible for election as an Elected Board Member and only Registered Members can nominate them for election. For the avoidance of doubt, Excluded Employees are not eligible for election as an Elected Board Member. A minimum of two Registered Members shall be required to nominate a Member for election. A Member may only nominate one Member to stand at any one election.
- 98) Members nominated for election shall sign a declaration that they are willing to seek election.
- 99) Such nominations sent by Members in response to the Nominations Notice need to be received by the Chief Executive at the Society's registered office or received electronically in such format and by such means as shall be specified by the Board from time to time, accompanied by such information as to the candidates and in such form as required in the Nominations Notice, by close of business on the date falling on the eighth Friday counting directly backwards from the Sunday immediately preceeding the Annual General Meeting date. For the avoidance of doubt, any nominations received outside of this time frame will not be considered.
- 100) The Board shall contain no more than two Directors in office at any one time who each have a financially remunerated relationship with the same Third Party. For the avoidance of doubt persons who are connected with the Third Party as a volunteer and who are Directors will not qualify as persons engaged in a financially remunerated relationship with such Third Party for the purposes of this Article 100. If the result of election held pursuant to Article 102 means that this Article 100 is contravened, Article 103 shall be invoked.
- 101) Once the nominations have been received in accordance with Article 99, the Chief Executive will send out the ballot papers, proxy forms and information packs for the election to Registered Members no later than by close of business on the date falling on the sixth Friday counting directly backwards from the Sunday immediately preceeding the Annual General Meeting date.
- 102) Every Registered Member shall be entitled to as many votes as there are vacancies and completed ballot papers must be returned so as to reach the Chief Executive not later than close of business on the date falling on the second Friday counting directly backwards from the Sunday immediately preceeding the Annual General Meeting date and any ballot papers not so returned will not be counted in the ballot. If two candidates obtain an equal number of votes, the successful candidate will be determined by drawing lots. If there are no more candidates than vacancies, no ballot will be held and the candidates will be duly elected.
- 103) Should a number of candidates nominated for election after the votes have been counted lead to a contravention of Article 100 then candidacy for such vacancies shall be decided by the drawing of lots until Article 100 is no longer contravened. If there are vacancies remaining once the provisions of this Article 103 are satisfied then unelected nominated candidates beginning with the candidate with the highest number of votes shall be elected for each outstanding vacancy in descending order of votes

cast for each candidate. If, once all of the candidates have been selected to fill vacancies, there are still outstanding vacancies the Chief Executive may order an election to fill such outstanding vacancies by postal or electronic vote to be organised within 30 working days of the annual general meeting date. Such election shall adopt such timescales as a postal election under these Articles with the annual general meeting date to be substituted with a date of declaration to be set by the Chief Executive.

- 104) All Members shall be notified of the date and venue of an Annual General Meeting at least 21 days before it is due to take place, together with details of all accepted nominations, retiring Directors seeking re-election, any Directors appointed since the previous Annual General Meeting and Directors continuing in office.
- 105) The Society may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increase or reduced number is to stand down from office. Any Elected Board Members elected in accordance with Article 103 shall be appointed for a three year term commencing on the declaration date for such elections.
- 106) Elected Board Members shall be elected by the Members in accordance with the provisions of these Articles and the results of any ballot held shall be announced at the Annual General Meeting. Elected Board Members shall be appointed for a three year term commencing at the Annual General Meeting.

PROCEEDINGS OF DIRECTORS

- 107) The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes, in the case of an equality of votes the Chair shall have a second or casting vote. A Director may, and the Chief Executive on the requisition of a Director shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom.
- 108) The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be four. At least three of this quorum to be Directors who are Registered Members. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Society for the time being vested in the Board generally.
- 109) A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
- 110) The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Society as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Society, but for no other purpose.
- 111) The Board may elect a Chair of their Board and subcommittee meetings and determine the period for which that person is to hold office; but, if no such Chair is elected or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chair of the meeting.
- 112) The Board shall have power to appoint subcommittees as it considers necessary and desirable and may delegate any of its powers to such subcommittees. Any subcommittee so formed shall in the exercise of the powers so delegated conform to any requirements that may be imposed on it by the Board.
- 113) A subcommittee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chair shall have a second or casting vote.
- 114) All acts bona fide done by any meeting of the Board or of any committee of the Board shall remain valid even if it is discovered afterwards that there was some defect in the appointment or continuance in office of any such Director or person acting, or that they, or any of them were disqualified from being a Director.
- 115) A resolution in writing signed by all the Board or by all members of any committee of the Board who are duly entitled to receive notice of a meeting of the Board or of such committee shall be valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

CHIEF EXECUTIVE

- 116) The Chief Executive shall be appointed by the Board for such term and upon such conditions as they think fit; notwithstanding that such appointment shall expire on the date that is exactly a month from the date such a person is appointed and shall act as Chief Executive; and any Chief Executive so appointed may be removed by them.
- 117) If there is no Chief Executive anything authorised or required to be given or sent to, or served on, the Society by being sent to its Chief Executive may be given or sent to, or served on, the Society itself, and if addressed to the Chief Executive shall be treated as addressed to the Society. The Board may do anything else required or authorised to be done by or to the Chief Executive of the Society by or to a Director, or a person authorised generally or specifically in that behalf.

INCOME OF THE SOCIETY

- 118) The income of the Society shall be applied solely towards the promotion of all or any of the objects of the Society as set forth in the Society's Articles of Association as the Board may from time to time think fit (and in particular the Board shall have power to transfer all or any part of such income to trustees to be applied by them for the advancement of the objects of the Society in such manner as they shall think best) with power to the Board to create a reserve fund or reserve funds to be applicable for any such purposes, and, if the Board shall think fit also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Board either be employed in the business of the Society, or be invested from time to time in such investment as the Society may think fit.

ACCOUNTS

- 119) The Board shall cause proper books of account to be kept with respect to:
- all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place
 - a) all sales and purchases of goods by the Society and
 - b) the assets and liabilities of the Society.
- Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.
- 120) The books of account shall be kept at the office, or, subject to Section 388 of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Board.
- 121) The Board shall from time to time determine whether and to what extent and what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of Members of the Society, and no Member shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Board or by the Society in General Meeting.
- 122) The Board shall present a financial statement to each Annual General meeting. This statement will be for the period since the last preceding accounts, and shall be completed to a date not more than four months before the Annual General Meeting. Directors shall present additional reports and copies of financial details as required by the Act and other statutory requirements. Directors shall also send any other documents required by law to the auditors and all other persons who are entitled to receive notices of General Meeting. These documents shall be sent not less than twenty-one clear days before the date of the Meeting, subject to the provisions of Section 434 of the Act.
- 123) Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

- 124) Any notice or document may be served by the Society on any member by any means covered in the Act either personally or by sending it through the post or by some electronic form to such member at the address appearing in the register of members or to such other address as they may supply to the Society for the giving of notices or by appearing on a website notified to the Member, and any notice so served shall be regarded as having been properly served.
- 125) Any notice or document shall be regarded as having been served at the time when sent, and in proving such service it shall be sufficient to show that the letter or electronic communication was properly sent. A notice appearing on a website shall be deemed served when the recipient receives or is deemed to receive notice that the material is available on the website or (if later) when the material does appear on the website.

WINDING UP

- 126) If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of these articles, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

INDEMNITY

- 127) Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Society shall be indemnified out of the assets of the Society in relation to any liability incurred by them in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Society may be indemnified out of the assets of the Society in relation to any liability incurred by them in that capacity, but only to the extent permitted by the Companies Act.

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