



**BSHAA  
(BRITISH SOCIETY OF  
HEARING AID AUDIOLOGISTS  
LIMITED)**

**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**ADOPTED BY SPECIAL RESOLUTION ON**

**31ST DECEMBER 2020**

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## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

#### 1 Defined terms

(a) In the articles, unless the context requires otherwise:

“**Annual General Meeting**” means an annual general meeting of the Society called pursuant to article 37;

“**articles**” means the Society's articles of association;

“**bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“**CEO**” means the chief executive officer of the Society appointed under article 26;

“**clear days**” means normal working days, excluding weekends and bank holidays, commencing the day following notification and excluding the day of the meeting;

“**clear hours**” applies only when notification is provided orally and means a period beginning at the time notification is given and ending before the meeting commences;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Society;

“**the Council**” means the board of directors of the Society;

“**director**” means a director of the Society and includes any person occupying the position of director, by whatever name called;

“**document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“**electronic form**” has the meaning given in section 1168 of the Companies Act 2006;

“**general meeting**” means a meeting of the members of the Society;

“**Hearing Aid Dispenser**” is a protected title, registered with the HCPC

“**HCPC**” is the Healthcare Professional Council, the regulatory body responsible for registration of Hearing aid Dispensers

“**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**Past President**” means the immediate past president of the Society appointed under article 25;

“**President**” means the president of the Society appointed under article 25;

“**proxy notice**” has the meaning given in article 45;

“**registered practitioner**” shall mean a qualified Hearing Aid Dispenser whilst they maintain their registration with the HCPC

“**Society**” shall mean BSHAA or the British Society of Hearing Aid Audiologists Ltd;

“**special resolution**” has the meaning given in section 283 of the Companies Act 2006;

“**subsidiary**” has the meaning given in section 1159 of the Companies Act 2006;  
and

“**Vice-President**” means the vice-president of the Society appointed under article 25;

“**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.

## **2 Meaning**

- (a) Unless the context requires otherwise, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Society.

## **3 Company name**

- (a) The name of the company hereinafter called "the Society" is “BSHAA”, formerly “British Society of Hearing Aid Audiologists Ltd”

# **PART 2**

## **DIRECTORS**

### **4 Directors’ general authority**

- (a) Subject to the articles, the directors are responsible for the management of the Society's business, for which purpose they may exercise all the powers of the Society.
- (b) No person other than a Qualified Member, Associate Member or Fellow (all as defined in article 28) or other category of member as the Council may decide shall be eligible to hold office as a director.
- (c) Under the provision of Article 4b, Council may decide to allow student members to seek election to Council, and must make appropriate provision as set out in Article 7b
- (d) At all times a majority of the directors must be registered practitioners, and Council may decide how significant that majority should be.

- (e) Directors of the Society shall not use their office within the Society for any advertising or trade purposes to the extent that such use is within their control.

## **5 Members' reserve power**

- (a) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action provided that such direction is in good faith.
- (b) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

## **6 Number of Directors**

- (a) The number of directors shall be not less than five nor more than sixteen. If there are less than five directors the Council may act for the purposes of filling any vacancies or of summoning a general meeting but not for any other purpose.

## **7 Appointment of directors**

- (a) Council must announce arrangements for the election of directors providing at least eight weeks' notice of the date on which the ballot shall close. The election should take place within six months of commencement of each accounting year and must have concluded before the next scheduled Annual General Meeting. The announcement will confirm those directors retiring (and whether they are standing for re-election), the number of vacancies, the term of office applicable to those vacancies and the preferred skills for those filling the vacancies.
- (b) Council must publicise its decision as part of the call for nominations should it seek election of one or more student member(s) as a director (subject to Article 7(f)(iii)). Election of student members may be subject to a separate voting process, provided any such arrangement is announced to all members in keeping with the requirements of Article 7a
- (c) Any member seeking election to the Council must not meet any of the criteria for termination of appointment as detailed in article 22 and must have been a member for at least 1 full year prior to the date published for the election.
- (d) Any member seeking election to Council (including retiring directors) must provide to the Society a brief personal statement in support of his/her nomination which must be received by the Society at least four weeks before the date of the election.
- (e) An election shall be conducted by electronic ballot in such manner as the directors may from time to time determine provided that the personal statements from each nominee must be circulated to all voting members at least three weeks before the date of the election and the period in which votes may be cast shall not be less than two weeks.
- (f) The candidates achieving the highest number of votes shall be deemed elected and shall be allocated to vacancies in descending order of the number of votes received (with those receiving the most votes being allocated to the vacancies having the longest term of office), provided that no candidate shall be deemed elected unless:
  - (i) the number of members voting in the election is at least 5% of the total number of voting members;
  - (ii) he/she receives votes from at least 30% of those members voting in the election; and
  - (iii) at the time of appointment, the number of registered practitioners is not reduced below 75% of the total number of directors (as detailed in article 4c).

- (g) If a member who is not a registered practitioner receives sufficient votes to be elected, but their appointment would breach article 7eiii, that member is not appointed but remains eligible to stand in future elections.
- (h) Council will make arrangements to communicate the results of the election to members within 1 week of the election date, and by inclusion in the notices at the Annual General Meeting.
- (i) Newly elected directors shall take office with effect from the next Council Meeting following announcement of the election results.
- (j) The CEO appointed by article 26(a) will be both an employee and a director on the Council for the duration of their employment.

## **8 Casual Vacancies**

- (a) Any casual vacancy occurring in the Council may be filled by the Council if a specific benefit to the effectiveness of Council can be shown. Any person so appointed shall retire at the next election cycle, but shall be eligible for re-election. The number of directors appointed pursuant to this Article shall not exceed such percentage of the total number of directors as the Council may from time to time determine.

## **9 Directors may delegate**

- (a) The directors shall at all times remain accountable for exercising the powers, conferred by the Articles, but, as they think fit, may delegate any of these:
  - (i) to such person or committee;
  - (ii) by such means (including by power of attorney);
  - (iii) to such an extent;
  - (iv) in relation to such matters; and
  - (v) on such terms and conditions,
- (b) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (c) The directors may revoke any delegation in whole or part or alter its terms and conditions.

## **10 Committees**

- (a) Committees to which the directors delegate any of their powers must follow procedures which are based, as far as they are applicable, on those provisions of the articles that govern the taking of decisions by directors.
- (b) The directors may make rules of procedure for all or any committees which prevail over rules derived from the articles if they are not consistent with them.

## **11 Directors to take decisions collectively**

- (a) Any decision of the directors must be either a majority decision taken at a properly convened Council meeting or a decision taken in accordance with article 12.

## **12 Unanimous decisions**

- (a) The directors may take a decision other than at a properly convened Council meeting provided that they comply with the provisions of this article 12.



- (b) A matter upon which a decision is required between Council meetings may be raised by any Council member but must be endorsed by the CEO or the President who shall also determine the timescale for the decision-making process.
- (c) Any Council member who has a conflict of interests in relation to the matter to be decided must declare his/her interest and not participate in the decision-making process. In any disciplinary matter the requirement for the President to remain independent is deemed to represent such a conflict.
- (d) An email discussion shall be initiated to set out the facts of the matter to be decided and to allow an exchange of views between Council members. At least a quorum of Council members for the time being must contribute to this discussion for it to be valid.
- (e) After the agreed timescale the CEO or President will summarise the debate, propose a course of action and determine the period in which a Council member may challenge what is proposed or seek further clarification.
- (f) If no objection is raised to the proposed course of action within the agreed timescale the proposal will become an agreed decision of the Council which will be noted and minuted at the next Council meeting.
- (g) If an objection is raised to the proposed course of action then the process set out above shall be repeated or the matter shall be placed on the agenda of the next Council meeting for discussion and decision.

### **13 Calling a Council meeting**

- (a) Council shall meet together for the dispatch of business at least four times per year by any means permitted in Article 14(b), and shall regulate their meetings as they think fit
- (b) Any director may call a Council meeting by giving at least five clear days' notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice. The required notice period may be reduced to three clear days (or 72 clear hours) if either the President or the CEO considers that the business to be discussed requires more urgent attention.
- (c) Notice of any Council meeting must indicate:
  - (i) the proposed date and time;
  - (ii) where it is to take place; and
  - (iii) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (d) Notice of a directors' meeting must be given to each director but need not be in writing.
- (e) Where such notice is given orally, the required notice period is 72 clear hours.

### **14 Participation in Council meetings**

- (a) Subject to the articles, directors participate in a Council meeting or part of a Council meeting when:
  - (i) the meeting has been called and takes place in accordance with the articles, and
  - (ii) they can each communicate with the others any information or opinions they have on any particular item of the business of the meeting.

- (b) In determining whether directors are participating in a Council meeting it is irrelevant where any director is located or how they communicate with each other. For the purposes of article 22(a)(viii), use of conferencing technologies to enable participation in Council meetings shall be considered as a virtual attendance.
- (c) If all the directors participating in a meeting are not in the same place they may decide that the meeting is to be treated as taking place wherever any one or more of them is located.

## **15 Quorum for Council meetings**

- (a) At a Council meeting unless a quorum is present no proposal is to be voted on except a proposal to call another meeting.
- (b) The quorum for a Council meeting may be fixed from time to time by the directors but it must never be less than three and unless otherwise fixed it is three, at least one of whom must be a registered practitioner.
- (c) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
  - (i) to appoint further directors under article 8, or
  - (ii) to call a general meeting so as to enable the members to appoint further directors.

## **16 Chairing of Council meetings**

- (a) The President shall chair Council meetings. In the absence of the President either the Vice-President or Past President shall chair these meetings. If neither the President nor the Vice-President or Past President is present at a Council meeting then the directors present shall decide who amongst their number shall chair the meeting, but it shall not be the CEO.

## **17 Casting vote**

- (a) If the number of votes for and against a proposal is equal the chair of the meeting shall have a casting vote.
- (b) Article 17 (a) shall not apply if, in accordance with the articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **18 Conflicts of interest**

- (a) Subject to article 18(b), if a proposed decision of the Council is concerned with an actual or proposed transaction or arrangement with the Society in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (b) Article 18(a) shall not apply when:
  - (i) the Society by ordinary resolution disapplies the provision of the articles which would otherwise prevent the director from being counted as participating in the decision-making process; or
  - (ii) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - (iii) the director's conflict of interest arises from a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Society or any of its subsidiaries.

- (c) For the purposes of this article, references to proposed decisions and decision-making processes include any Council meeting or part of a Council meeting or a decision taken pursuant to article 12.
- (d) Subject to article 18(e), if a question arises at a Council meeting or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting whose ruling in relation to the director is to be final and conclusive.
- (e) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- (f) For the purposes of Article 18(a) a director is deemed to have an interest if there is a beneficial interest directly or as part of any indirect relationship through an intermediate organisation or service company, either in person or through a close family member.

## **19 Records of decisions to be kept**

- (a) The directors must ensure that the Society keeps a record, in writing, for at least seven years from the date of the decision recorded, of every decision taken by the directors.

## **20 Directors' discretion to make further rules**

- (a) Subject to the articles, the directors may make any rules, which they think fit, about how they take decisions and about how such rules are to be recorded or communicated to directors.

## **21 Suspension of directors**

- (a) The Council may if they think fit suspend any director if a breach of any agreed code of practice or any other behaviour which is detrimental to the interests of the Society is alleged and provided that not less than two-thirds of the directors are present in person or via telephone conference or other electronic means at the meeting at which the suspension decision is taken and that not less than two-thirds of the directors present vote in favour of such suspension.
- (b) Where a director is suspended pursuant to article 21(a) the Council shall arrange for an investigation into the allegations against the director and for a report setting out the results of the investigation to be presented to the Council at the earliest opportunity.
- (c) If the allegations against the director are unproven the suspension shall be lifted and the director shall resume his office.
- (d) If the allegations against the director are proven then the Council shall impose such disciplinary sanctions as it shall determine which may include removal of the director from office.
- (e) The director in question shall have the right to address the Council before a final decision is taken in relation to disciplinary sanctions but shall have no further right of appeal.

## **22 Termination of a director's appointment**

- (a) A person ceases to be a director as soon as:
- (i) that person ceases for any reason to be a member of the Society;
  - (ii) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
  - (iii) a bankruptcy order is made against that person;
  - (iv) a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - (v) a registered medical practitioner who is treating that person gives a written opinion to the Society stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - (vi) a court makes an order that, wholly or partly, prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - (vii) the director provides written notification to the Company Secretary that he/she is resigning from office where such resignation has taken effect in accordance with its terms;
  - (viii) that director is absent from three consecutive ordinary Council meetings and the Council resolve that he/she should be removed;
  - (ix) a resolution is passed by the voting members pursuant to S168 of the 2006 Companies Act; or
  - (x) that director is removed by the Council pursuant to article 21.

## **23 Directors' remuneration**

- (a) Directors may undertake any services for the Society that the Council decides.
- (b) Directors may receive remuneration for services provided to the Society (over and above acting as a director) provided that:-
- (i) the remuneration paid to the director is reasonable in all the circumstances;
  - (ii) the director is absent from the part of the Council meeting at which the matter of the provision of services and remuneration is discussed;
  - (iii) the director does not vote on such matter and is not counted when calculating whether a quorum of directors is present for that item;
  - (iv) the other directors are satisfied that it is in the best interests of the Society to enter into the arrangement with the director;
  - (v) the reasons for the directors' decision is recorded in the minutes of the Council meeting;
  - (vi) at no time may more than 25% of the directors for the time being receive remuneration under this article; and,
- (c) For the purposes of article 28(b), directors are deemed to receive remuneration from the society if they are paid directly in person, or via a contract with an entity in which they or an immediate family member has a beneficial interest.

## **24 Directors' expenses**

- (a) The Society may pay any reasonable expenses which the directors properly incur in connection with their attendance at:
- (i) meetings of Council or committees of directors,
  - (ii) general meetings, or

- (iii) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Society.

## **25 Vice-President, President and Past President**

- (a) The Council shall, when required, invite nominations for the position of Vice-President.
- (b) Any member seeking election as Vice-President must provide to the Society a brief personal statement in support of his/her nomination which must be received by the Society within the timescale set by the Council.
- (c) Council will review all nominations received by the closing date and will determine which nominee(s) to put forward for a ballot of the members.
- (d) An election shall then be conducted by electronic ballot in such manner as the directors may from time to time determine provided that the personal statements from each nominee must be circulated to all voting members before voting commences and that the period in which votes may be cast shall be not less than two weeks.
- (e) The candidate achieving the highest number of votes shall be deemed elected provided that no candidate shall be deemed elected (even if there is only one candidate) unless:
  - (i) the number of members voting in the election is at least 5% of the total number of voting members; and
  - (ii) he/she receives votes from at least 30% of the members voting in the election.
- (f) The result of the election shall be announced at the Annual General Meeting.
- (g) The newly elected Vice-President shall take office with effect from the Council meeting following the publication of the election results and will serve as such for one year.
- (h) At the conclusion of his/her term of office the Vice-President will automatically succeed to the office of President in which role he/she shall serve for two years.
- (i) At the conclusion of his/her term of office the President will automatically succeed to the office of Past President in which role he/she shall serve for one year.
- (j) The Vice-President, President and Past President shall all be directors of the Society.
- (k) Upon the conclusion of his/her term of office the Past President may stand for election as a director of the Society pursuant to article 7.

## **26 CEO**

- (a) The Council may at its discretion appoint a person as CEO upon such terms as the Council may decide from time to time. The CEO will be a director on the Council under article 7(i), and shall be subject to employment law as an employee of BSHAA.
- (b) An appointment under article 26(a) must be approved by a majority of the members in the annual election process, by means of a written resolution, or at the Annual General Meeting.

## **PART 3**

### **MEMBERSHIP**

#### **27 Applications for membership**

- (a) No person shall become a member of the Society unless:
  - (i) that person has completed an application for membership in a form approved by Council, and
  - (ii) that person has paid the current rate of subscription; and
  - (iii) Council has approved the application. In the event that the application is not approved the applicant shall be advised accordingly and no reason shall be given.
- (b) Council may from time to time admit as an honorary member a person who in the opinion of Council has attained sufficient distinction in hearing aid audiology. An honorary member shall not be required to pay any subscription and is not eligible to hold office as a director or vote.

#### **28 Classes of Membership**

- (a) Council shall have the power to provide for the division of members into different classes and for the suffixes which the members of any particular class shall be entitled to use. Rules and any conditions required to be satisfied by every applicant for election to membership may be made by Council with references to the rights, privileges, restrictions and conditions attaching to membership of all classes of membership. Any regulations made by Council under this Article may from time to time be added to, altered or rescinded by Council as Council think fit.
- (b) As at the date of adoption of these articles the categories of membership shall be:
  - (i) Associate;
  - (ii) Hearing Care Assistant;
  - (iii) Student;
  - (iv) Qualified Member (a registered Hearing Aid Dispenser);
  - (v) Qualified Fellow (a registered Hearing Aid Dispenser);
  - (vi) retired Member or Fellow and
  - (vii) Honorary;
- (c) The criteria for categories (i) to (vi) in article 28(b) shall be set out in the Society's membership booklet and the criterion for category (vii) in article 28(b) is set out in article 27(b)
- (d) Only Associate Members, Members and Fellows, and elected Council Members in any category are company members for the purposes of the Companies Acts and able to exercise a vote in relation to any matter upon which a decision of the members is required.

#### **29 Use of membership suffix**

- (a) A member may advertise his/her connection with the Society by using the suffix to which the member is entitled under regulations for the time being in force. The member shall cease use of the suffix immediately:

- (i) upon ceasing to be a member of the Society, or
  - (ii) upon ceasing to be listed by the HCPC on the register of authorised Hearing Aid Dispensers, other than as provided for in article 29(b) .
- (b) Members or Fellows in category 28(b)(vi) may continue to use the suffix to which they are entitled, with the addition of the term “(retired)” if they are no longer registered with HCPC because they are in full time retirement.
  - (c) The member shall not advertise his/her connection with the Society at any place of business unless the member personally practices at that place.
  - (d) A Member may advertise that they and the organisation for which they work are registered as part of the BSHAA Customer Care Scheme, provided that more than 50% of those practising in that organisation at that location are members of BSHAA, who have not opted out of the Customer Care Scheme.

### **30 Certificates of Membership**

- (a) Members may be entitled to receive a certificate of membership in accordance with the regulations as determined by Council.
- (b) When issued every certificate of membership shall be the property of the Society and not of the member named thereon. The member in question, either on ceasing to be a member or on demand by the Council, shall forthwith return the certificate to the Secretary. On the death of a member the personal representatives shall forthwith return the certificate to the Secretary.

### **31 Subscription of members**

- (a) The amount of the annual subscription payable by members shall from time to time be determined by Council. Every member shall be bound by any resolution of Council fixing the rate of annual subscription.
- (b) If the subscription of any member shall be one month in arrears notice in writing may be given to the member requiring payment of such subscription within 14 days and if on expiry of the 14 days payment has not been received the Council may resolve to remove the member from the register of members and the member shall cease forthwith to be a member without prejudice to the requirement to pay any other amount due to the Society at the date of such exclusion.

### **32 Termination of membership**

- (a) A member may withdraw from membership of the Society at any time on giving notice in writing to the Society by post or via email to the administrative or registered office.
- (b) Membership is not transferable.
- (c) Membership shall terminate on the death of the member.
- (d) Membership shall terminate automatically upon the Council serving notice to that effect if the member shall become bankrupt or have a receiving order made against him/her.
- (e) Membership may be terminated by the Council in accordance with article 31(b).

### **33 Effect of ceasing to be a member**

- (a) Upon removal of a member from the register of members pursuant to article 31(b), on termination of membership pursuant to article 32 or on suspension or exclusion of membership pursuant to article 35 the member:
- (i) shall return the certificate of membership in accordance with article 30;
  - (ii) shall cease use of the designatory suffix of the Society;
  - (iii) shall cease to advertise his connection with the Society;
  - (iv) shall be removed from the Society's website;
  - (v) shall remove all references to the Society which shall include letterheads and stationery and on the member's website; and
  - (vi) shall cease to receive any of the benefits associated with membership.

### **34 Reinstatement of Member**

- (a) Members whose membership has been terminated for whatever reason may apply for reinstatement subject to payment of the annual rate of subscription and the current administration fee. Application for reinstatement shall be subject to approval by Council. No reason shall be given by Council in the event that the request is not approved.

### **35 Suspension and exclusion of members**

- (a) A member who is guilty of conduct which in the opinion of the Council is in breach of the Society's codes of practice in force at that time or which in the opinion of the Council otherwise renders the member unfit to remain a member may be excluded from membership or suspended from membership during such time as the Council thinks fit and subject to such terms as the Council may decide.
- (b) Where a member is a Director of a company or a proprietor or partner in a business that member shall be deemed to be responsible for such company or business as the case may be, complying with the Society's codes of practice in force at that time.
- (c) If members represent to the Council that a member has been guilty of a breach of the Society's codes of practice in force at that time then the Council shall consider the allegations made against the member and if Council is satisfied that the member has been guilty of such conduct the member:
- (i) may be excluded or suspended from membership for such time as the Council think fit or
  - (ii) may forfeit the current membership status or
  - (iii) may be subject to such conditions that the Council decides.
- (d) The Council shall investigate any complaint received pursuant to this article 35 in accordance with the procedure at the time of the alleged complaint as laid down in its code of practice.
- (e) The effect of exclusion or suspension of membership shall be in accordance with article 33.

### **36 Liability of members**

- (a) The liability of each member is limited to £2, being the amount that each member undertakes to contribute to the assets of the Society in the event of its being wound up while he/she is a member or within one year after he/she ceases to be a member, for:



- (i) payment of the Society's debts and liabilities contracted before he/she ceased to be a member;
  - (ii) payment of the costs, charges and expenses of winding up and
  - (iii) adjustment of the rights of the contributories among themselves.
- (b) No portion of the Society's profits or income shall be distributed to its members by way of dividend, bonus or otherwise by way of profit, provided that nothing shall prevent payment in good faith of remuneration or expenses in return for services actually rendered or liabilities incurred.

### **37 Requirement to hold an Annual General Meeting**

- (a) The Society shall once in every year on such date as the Council may determine hold a general meeting as its Annual General Meeting and shall specify the same as such in the notices calling it.
- (b) An Annual General Meeting shall be called by giving at least twenty-one days' notice in writing. All other general meetings shall be called by giving at least 14 days' notice in writing.
- (c) Further general meetings may be called at any time by the Council and shall also be convened on requisition of a member as provided by S303 of the Companies Acts. The statutory power of requisitioning a general meeting shall be extended so as to be exercised at any time by forty or more members entitled to vote notwithstanding that they may not represent 5% of total voting rights.

### **38 Attendance and speaking at general meetings**

- (a) 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.
- (b) A person is able to exercise the right to vote at a general meeting when;
- (i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (ii) 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.
- (c) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (d) 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.
- (e) Two or more persons who are not in the same place 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.
- (f) Directors may attend and speak at general meetings.
- (g) Persons who are not members of the Society may not attend and speak at a general meeting unless they hold a valid proxy for a member.

### **39 Quorum for general meetings**

- (a) No business other than the appointment of the chair of the meeting and the adjournment the meeting pursuant to article 41 is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- (b) The quorum for any general meeting shall be two percent of the total number of members for the time being present in person or proxy and entitled to vote.

### **40 Chairing general meetings**

- (a) The chair at a general meeting shall be the President or failing him the Vice-President or Past President.
- (b) If the President and the Vice-President or Past President are not present or are unwilling to chair the meeting within thirty minutes of the time at which the meeting was due to start the directors present, or if no directors are present, the members present at the meeting, must appoint a director or member to chair the meeting and the appointment of the chair of the meeting must be the first business of the meeting.

### **41 Adjournment**

- (a) If the persons attending a general meeting do not within half an hour of the time at which the meeting was due to start constitute a quorum or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- (b) The chair of the meeting may adjourn a general meeting at which a quorum is present if:
  - (i) the meeting consents to an adjournment, or
  - (ii) it appears to the chair 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.
- (c) The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (d) When adjourning a general meeting, the chair of the meeting must:
  - (i) 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 directors, and
  - (ii) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (e) If the continuation of an adjourned meeting is to take place more than 14 days after it is adjourned, the Society 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):
  - (i) to all persons to whom notice of the Society's general meetings is required to be given, and
  - (ii) containing the same information which such notice is required to contain.
- (f) 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.

## **42 Voting: general**

- (a) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
- (b) Every member other than honorary members shall have one vote.
- (c) Members may instead of voting personally appoint a proxy to attend and vote on their behalf. If appointing a proxy the member must send to the Secretary a proxy form no later than 48 hours prior to the general meeting in the form required by article 45.
- (d) In the case of an equality of votes either on a show of hands or on a poll the chair of the meeting shall be entitled to a further casting vote.

## **43 Errors and disputes**

- (a) No objection may be raised to the qualification of any person voting at a meeting except at the meeting or adjourned meeting at which the vote is tendered and every vote not disallowed at the meeting is valid.
- (b) Any such objection must be referred to the chair of the meeting whose decision is final.

## **44 Poll votes**

- (a) 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 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.
- (b) A poll may be demanded by:
  - (i) the chair of the meeting;
  - (ii) two or more directors;
  - (iii) ten or more persons having the right to vote on the resolution; or
  - (iv) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (c) A demand for a poll may be withdrawn if:
  - (i) the poll has not yet been taken and
  - (ii) the chair of the meeting consents to the withdrawal.
- (d) Polls must be taken immediately and in such manner as the chair of the meeting directs.
- (e) No poll shall be demanded on the election of a chair of the meeting or on any adjournment.

## **45 Content of proxy notices**

- (a) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
  - (i) states the name and address of the member appointing the proxy;
  - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

- (iv) is delivered to the Society in accordance with the articles and any instructions contained in the notice of the general meeting to which it relates.
- (b) The Society may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- (c) 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.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:
  - (i) 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
  - (ii) 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.

#### **46 Delivery of proxy notices**

- (a) 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 Society by or on behalf of that person.
- (b) An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (c) 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.
- (d) 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.

#### **47 Amendments to resolutions**

- (a) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
  - (i) notice of the proposed amendment is given to the Society 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
  - (ii) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- (b) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
  - (i) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - (ii) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (c) 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.

#### **48 Written resolutions**

- (a) A written resolution approved by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of voting members (provided that those members would constitute a quorum at a general meeting) is as valid as if it had been passed at a general meeting provided that:
- (i) a copy of the proposed resolution has been sent to every eligible member;
  - (ii) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members have signified their agreement to the resolution; and
  - (iii) such agreement is contained in an authenticated document that has been received at the registered office or administrative address of the Society within the period of 28 days beginning with the circulation date.
- (b) A resolution under article 48(a) may consist of several documents in similar form each approved by one or more members.

## **PART 4 ADMINISTRATIVE ARRANGEMENTS**

#### **49 Appointment of Secretary**

- (a) The Council shall appoint a company secretary to hold office for such term as the Council may decide. The company secretary shall be remunerated as determined by Council from time to time.
- (b) The Council may at its discretion appoint an assistant or deputy secretary.

#### **50 Appointment of Staff**

- (a) The Council may appoint at its discretion (and under such terms as it thinks fit) staff either on a full time, part time or consultancy basis.
- (b) The Council may pay pensions or gratuities on retirement to employees of the Society or otherwise provide by way of superannuation scheme, assurance or otherwise for their superannuation and may also if thought fit provide by way of pension, annuity, allowance or otherwise for former employees of the Society or dependants or relatives.

#### **51 Means of communication to be used**

- (a) Subject to the articles, anything sent or supplied by or to the Society under the articles may be sent or supplied in any way in which the Companies Acts provide for documents or information which are authorised or required by any provision of those Acts to be sent or supplied by or to the Society.
- (b) Members are required to provide and maintain a working email address as a condition of their membership. Members are deemed to have received all communication sent to this address in accord with article 51(a).
- (c) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by

the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

- (d) A director may agree with the Society that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent and for the specified time to be less than 48 hours.

## **52 Company seal**

- (a) Any common seal may only be used by the authority of the directors.
- (b) The directors may decide by what means and in what form any common seal is to be used.
- (c) Unless otherwise decided by the directors, if the Society has a common seal and it is affixed to a document the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (d) For the purposes of this article, an authorised person is:
- (i) any director ;
  - (ii) the company secretary (if any); or
  - (iii) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

## **53 Indemnity**

- (a) Subject to article 53(b), a relevant director or an associated company may be indemnified out of the Society's assets against:
- (i) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Society or an associated company;
  - (ii) any liability incurred by that director in connection with the activities of the Society; or
  - (iii) any other liability incurred by that director as an officer of the Society or an associated company.
- (b) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (c) In this article:
- (i) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
  - (ii) a "relevant director" means any director or former director of the Society or an associated company.

## **54 Insurance**

- (a) The directors may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any relevant director in respect of any relevant loss.
- (b) In this article:
- (i) a "relevant director" means any director or former director of the Society or an associated company,
  - (ii) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Society, any associated company, and

- (iii) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## **55 Accounting records**

- (a) The Council shall cause true accounting records to be maintained such that they can give a true and fair view of the state of the affairs of the Society to explain its transactions.
- (b) The books of account shall be kept at the administrative office of the Society or at such other place as the Council shall think fit and shall always be open for inspection by the directors or members subject to any reasonable restriction as to the time and manner of such inspection.

## **56 Service of Notices**

- (a) A notice may be served on a member pursuant to article 51 and it shall be deemed to have been served on the day following posting, either by:
  - (i) sending it through the post in a prepaid letter using the address of that member recorded in the register of members; or
  - (ii) sending it via email to the email address of that member recorded in the register of members.
- (b) A notice may be served on the Society at its registered office or at its administrative office.

## **57 Dissolution**

- (a) If upon 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 distributed among the members of the Society but shall be given or transferred to some other institution or institutions furthering the profession of audiology in the United Kingdom provided such other institution also has conditions at least the same as those in article 36(b).