

# The British Society for Hearing and Audiology

## Code of Conduct

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## **1. Introduction**

- 1.1. This Code of Conduct is made by the Board, the governing body of the Society, under the provisions of and in accordance with the Society's Articles of Association.
- 1.2. As circumstances change the Board may amend the Code of Conduct from time to time but will give notice to members of its intention to do so and the opportunity to make representations or suggestions for its improvement.
- 1.3. Members are required to acquaint themselves with the Code, as amended from time to time, and to adhere to it.
- 1.4. The Code includes sanctions and other powers that the Board may exercise in cases of breach of the Code.

## **2. Overriding Principles of the Code of Conduct**

- 2.1. Members are required to act at all times in a manner that justifies public trust and confidence in them as professional practitioners and members of the Society and to uphold the good standing and reputation of the Society and the hearing aid profession generally.
- 2.2. The Society further requires its members, whether employed or self-employed, to act ethically at all times in relation to their professional practice and towards their clients.

## **3. The Society's Objectives**

- 3.1. The Society's objectives are to:
  - (a) encourage the study and practice of hearing aid audiology and to improve education in that field;
  - (b) encourage the highest standards in the conduct and application of hearing aid audiology;
  - (c) maintain professional standards through its Guidance on Professional Practice for Hearing Aid Audiologists (as amended from time to time);
  - (d) regulate and maintain ethical commercial standards through this Code of Conduct (as amended from time to time);
  - (e) promote the activities of the Society and its members; and
  - (f) protect the interests of its members.
- 3.2. Becoming a member of the Society involves accepting a number of responsibilities, which are set out in this Code.
- 3.3. Breach of this Code may lead to disciplinary measures being taken by the Board, including:
  - (a) temporary or permanent exclusion from membership;
  - (b) immediate suspension pending investigation;

- (c) suspension or removal of rights and privileges;
- (d) a recommendation for re-training;
- (e) referral to the Health and Care Professions Board (HCPC) if a member's conduct appears to constitute a material breach of HCPC standards; and
- (f) other appropriate action.

#### **4. President and Vice-President**

- 4.1. A director seeking election as President or Vice-President (if the Society decides to elect one) must provide to the Society a brief personal statement in support of his nomination which must be received by the Society by the date set by the Board in its invitation.
- 4.2. The Board will review all nominations received by the closing date and will determine which applicants to put forward for a ballot of the members.
- 4.3. The Board shall furnish a copy of the personal statement of each approved applicant to all the members eligible to vote.
- 4.4. An election shall then be conducted by electronic ballot in such manner as the directors may from time to time determine. The period in which votes may be cast shall be not less than two weeks.
- 4.5. Subject to paragraphs 4.16 to 4.18 the candidate achieving the highest number of votes shall be deemed elected provided that (even if there is only one candidate):
  - (a) the number of members voting in the election is at least 5% of the total number of voting members; and
  - (b) he receives votes from at least 30% of the members voting in the election.
- 4.6. In the event that the requirements of paragraph 4.5 are not met a further election shall be held. For the avoidance of doubt applicants may include directors who did not stand for election in the first election (provided they meet the criteria for election).
- 4.7. The result of the election shall be announced at the next general meeting following the election and at the Annual General Meeting.
- 4.8. Upon election a new President or Vice-President shall take office with effect from the Board meeting following the publication of the election results and shall serve as such for three years unless
  - (a) he resigns earlier or ceases for any reason to be a director of the Society;
  - (b) he is removed from office in accordance with paragraph 4.9.
- 4.9. A President or Vice-President may not be appointed to hold office for more than two terms unless the Board decides otherwise

- 4.10. A President shall cease to hold office (with immediate effect) if a majority of members present (whether in person or by electronic connection) at an Annual General Meeting pass a vote of no confidence in him.
- 4.11. Upon the removal from office of a President under paragraph 4.9 a new election shall be held in accordance with this paragraph 4; the new President shall assume office immediately and notice of his election shall be given to the members as soon as reasonably practicable. If for any reason a new President is not elected at the first election the election process will be repeated until a new President is elected.
- 4.12. If the President ceases to hold office for any reason during his tenure the incumbent Vice-President shall act as President until a new President is elected.
- 4.13. The relevant provisions of this paragraph with regard to the election and removal of the President shall apply (with the necessary modifications) to the office of Vice-President as they apply to the office of President.
- 4.14. If a vote of no confidence in the Vice-President is passed the Board may if it deems it necessary appoint a director as Vice-President to hold office until an election can be held and shall arrange for such election to be held as soon as reasonably practicable.
- 4.15. In the unlikely event that at any given time there is neither a President nor Vice-President in office the Board shall as soon as reasonably practicable appoint a President (but not a Vice-President) to hold office until a new President and (if the Board so chooses) Vice-President are elected in accordance with the provisions of this paragraph.
- 4.16. An incumbent President who has served the full term of three years in office may seek re-election for one further term but may be re-elected only if no other director seeks election as President.
- 4.17. If the incumbent President seeks re-election for a second term and one or more directors seek election as President (for their first term) then irrespective of the number of votes cast for the incumbent President the other candidate, or if more than one, the candidate achieving the highest number of votes, shall be elected as President.
- 4.18. Paragraphs 4.16 and 4.17 shall apply to the Vice-President as they do to the President.
- 4.19. The Board may amend paragraphs 4.9 and 4.16 to 4.18 by a majority of the Board.

## **5. Membership**

- 5.1. Membership of the Society is open to all audiologists and associated professions, including the Academy for Healthcare Science (AHCS), the Registration Council for Clinical Physiologists (RCCP), the Health and Care Professions Council (HCPC) and the General Medical Council (GMC), hearing care assistants and students on a recognized UK audiology course.
- 5.2. In addition to evidence of professional standing applicants for membership will also have to prove particulars of their practice (whether they are engaged in it as proprietor, co-owner or as an employee) and that they are not disqualified by reason of insolvency or professional misconduct.

- 5.3. Members are required to pay the annual subscription and are expected to attend meetings, and to support the Society, uphold its principles and comply with this Code of Conduct. Failure to do so may result in membership being terminated.
- 5.4. The Society offers three types of membership, for the various roles in the audiology profession:
  - (a) full member
  - (b) associate member
  - (c) student member.
- 5.5. The Society may at its sole discretion confer Honorary Membership (not on application.)
- 5.6. Only individuals may be members of the Society; practices (whether sole traders or otherwise) cannot be members: there is no corporate membership.
- 5.7. Full membership is available to hearing aid audiologists who are registered with the HCPC, and who may be the sole proprietor of a hearing aid practice, a joint owner, a director of a hearing aid limited company, a partner in a hearing aid practice or employed in a hearing aid practice.
- 5.8. Associate membership is available to people who are not registered as hearing aid audiologists but are members of an associated profession, including Health Care Assistants, ear wax practitioners or engaged in a managerial or administrative role in a hearing aid practice.
- 5.9. A student member is a person studying to qualify as an audiologist on a course that will lead to registration with the HCPC.
- 5.10. The annual subscriptions for each class of membership are published on the Society's website.

## **6. The Board**

- 6.1. The Board shall comprise directors of the Society and the Chief Officer until or unless the Board decide otherwise.
- 6.2. Only full members and student members of the Society shall be eligible for appointment as directors.
- 6.3. The Board shall keep under review the number of directors and shall, when it deems appropriate or necessary, arrange for the election of new directors.
- 6.4. The Board may specify, and from time to time amend, the eligibility criteria for election to the Board.
- 6.5. Unless the Board decides otherwise the following provisions shall apply to the election of new directors elected on or after the date of adoption of this Code of Conduct by the Board.
- 6.6. The Board shall announce arrangements for the election of directors providing at least eight weeks' notice of the date on which the ballot shall close.

- 6.7. The announcement shall confirm those directors retiring (and whether they are standing for re-election), the number of vacancies, the criteria for election to the Board and the preferred skills for those seeking election.
- 6.8. 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.
- 6.9. 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:
- (a) unless the number of members voting in the election is at least 5% of the total number of voting members and the candidate receives votes from at least 30% of those members voting in the election;
  - (b) if the appointment of that candidate reduces the proportion of full members of the Board to less than 75% of the total number of directors.
- 6.10. The Board shall 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.
- 6.11. Newly elected directors shall take office with effect from the date of their election to the Board.
- 6.12. A director shall hold office for a period of 4 years unless he ceases to hold office earlier.

## **7. Rights and privileges**

- 7.1. Only full members may:
- (a) vote at the Society's official meetings;
  - (b) use the BSHAA logo in advertising (at their practice's premises, in literature and / or on the internet);
  - (c) use the suffix MBSHAA (the "designatory suffix") after their names in notices displayed on their practices' premises, in literature and documents (including emails).
- 7.2. A member shall cease use of the suffix and logo immediately upon:
- (a) ceasing to be a member of the Society, or
  - (b) ceasing to be listed in the HCPC's register of authorised Hearing Aid Dispensers.
- 7.3. A member may not advertise his connection to the Society or display the Society's logo in any advertisement or documentation made available to the general public unless at least half of the clinicians employed by him or who work in the same practice are members of the Society.

- 7.4. A member may advertise that he and / or the organisation for which he works is / are registered as part of the BSHAA Customer Care Scheme provided that more than half of those practising in that organisation at that location are members of the Society who have not opted out of the Customer Care Scheme.
- 7.5. Any member of the Society may attend general meetings.

## **8. Certificates of Membership**

- 8.1. Members may receive a certificate of membership in accordance with rules made by the Board.
- 8.2. Certificates of membership shall be and remain the property of the Society and not of the member named therein.
- 8.3. On ceasing to be a member or on demand by the Board a member shall return the certificate issued to him to the Society's secretary forthwith. On the death of a member his / her personal representatives shall return the certificate to the Secretary on demand.

## **9. Subscription of members**

- 9.1. The Board shall from time to time determine the amount of the annual subscription payable by members in respect of each class of membership.
- 9.2. If a member fails to pay a subscription more than one calendar month after payment of it was due for payment he may be required to make the payment within 14 days of a written notice requiring payment. If he fails to make payment the Board 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.

## **10. Members' responsibilities to the Society**

- 10.1. The reputation and development of the Society depends upon the conduct and support of its members.
- 10.2. All Members are required:
- (a) to act ethically at all times, whether they are employed or self-employed, in relation to their professional practice and towards their clients, and to uphold the principles of this Code;
  - (b) to do everything reasonable to further the Society's objectives and avoid doing anything which is contrary to its objectives;
  - (c) to comply with the Society's policies ;
  - (d) so far as possible to support local and national meetings organised by the Society;
  - (e) so far as possible to make themselves available for election to the Society's Board and / or its working groups;

- (f) to deal expeditiously with all communications from official bodies, including (but not limited to) the Society, the HCPC, Citizens Advice Bureau, and the ASA;
- (g) to pay due regard to the Society's Guidance on Professional Conduct;
- (h) to cease to practise immediately they become financially unable to continue their practice and to take appropriate remedial action to support their customers. A member who is engaged or employed in a practice the proprietor of which (whether a member of the Society or not) is declared bankrupt, becomes financially unable to continue the practice or voluntarily ceases for any reason to continue in practice must inform the Society forthwith in writing;
- (i) not to adopt any trading practice which brings or is likely to bring the Society or the hearing aid audiology profession generally into disrepute;
- (j) not to attempt to gain business or other advantage by unfairly criticising the service of a fellow healthcare practitioner (regardless of whether that person is a member of the Society).

10.3. A member who is a director of a company or a proprietor of or a partner in a hearing aid practice will be deemed to be responsible for ensuring that all persons engaged in the practice comply with this Code of Conduct.

10.4. Members have a responsibility to uphold standards of conduct which maintain public trust and confidence in the Society and the hearing aid audiology profession generally, and so far as lies within their control, to ensure that all others involved in their practice (whether as fellow directors, partners or staff) do so.

## **11. Responsibility to clients**

11.1. Members should act ethically and courteously and in the best interests of their clients. In considering the best interests of a client, members are expected to:

- (a) give advice, with regard to hearing, on the basis of improving the client's quality of life;
- (b) explain any limitations in any product proposed or recommended to the client and make appropriate provision for necessary rehabilitative support for the client;
- (c) make clear to the client the servicing, ongoing maintenance and consumables that are required and indicate the ongoing costs;
- (d) make appropriate provision for the prompt repair of all instruments supplied and give an indication of likely charges;
- (e) provide clearly readable and unambiguous terms and conditions of the contract for the provision of services in writing and ensure that the client or an appropriate person on their behalf is aware of any terms that may be considered non-standard for a contract of this nature;
- (f) take all reasonable steps to ensure that the terms and conditions of the contract are explained in clear, appropriate terms. If a client appears to be confused or unable to make an informed decision, to recognise and acknowledge that he or she is unable legally to enter into a contract and therefore, if possible, request a relative or other appropriate person to assist the client with a view to ascertaining how the client's best interests can be met;



- (g) include in the supply form full contact details, including postal address, telephone number and e-mail address. It is recommended that the contact details of the HCPC as regulator are included in the terms and conditions. All terms and conditions must be accurate and up to date;
- (h) take reasonable steps to meet the client's needs. If requested, the member will meet the client at the place of the original consultation within a reasonable period;
- (i) make clear all the financial consequences of the client's transaction prior to any irrevocable commitment. Details of any finance agreement and Annual Percentage Rate ("APR") charged should be explained in such a way that the client understands how much they will be paying in total and the terms of the contract. This must be provided in writing;
- (j) explain to the client any "cooling off" period, as required by law, and clearly define this in the written terms and conditions of the contract. Members must adhere to the relevant cooling off periods required by Cancellation of Contracts Made in a Consumer's Home or Place of Work etc. Regulations 2008 or the Consumer Credit Act 1974. Members must make clear the address to which clients should write if they wish to exercise their rights of cancellation;
- (k) take reasonable steps to honour as promptly as possible and in any case within 30 days the terms of any money back arrangements they have offered. Members should explain at the time of the sale, orally and in writing, any retention that applies to any money back arrangement offered;
- (l) explain the full terms and conditions of any trial period, what will happen if any goods are returned, and explain the refund policy;
- (m) reply to all client communications promptly;
- (n) respect the confidentiality of all information which is received in the capacity of a Hearing Aid Audiologist;
- (o) maintain a proper relationship with the client and not use it for purposes other than the proper supply of advice and / or equipment to improve the client's hearing;
- (p) make and maintain appropriate provision for professional indemnity insurance in line with HCPC regulatory requirements. Failure to do so is a breach of this Code of Conduct, which could lead to disciplinary action by the Society;
- (q) make themselves aware of pertinent legislation to ensure that they do not provide their clients with less protection than is provided by law and that in their terms and conditions of supply they adhere to the relevant consumer protection legislation;
- (r) avoid using inappropriate selling tactics or withholding price information in contravention of the Unfair Commercial Conducts Directive and the Consumer Protection from Unfair Trading Regulations;
- (s) ensure that any website relating to them or their business is accurate and not misleading. If the BSHAA logo is used the member must ensure that it does not imply or give the impression that the practice is a member of BSHAA. Members may display the Assured Hearing Care Logo if they are members of the Customer Care Scheme and the use of the logo complies with the

BSHAA Logo guidelines booklet. A contact address and telephone number must be provided on the practice's business website. Where a logo is used, a link to [bshaa.org](http://bshaa.org) should be included as a hyperlink which activates when the logo is clicked;

- (t) make appropriate provision, if for any reason they temporarily or permanently cease practising, to ensure that their clients have continuity of service and warranty support and thereby fulfil their contractual commitments to these clients;
- (u) ensure that their dispensing practices are regularly updated by ongoing participation in initiatives and compliance with standards published by the Society from time to time;
- (v) comply with the provisions of the Society's scheme for Continuing Professional Development, set out in the Membership Booklet which is available on the Society's website or from the Secretary;
- (w) ensure that the environment in which they conduct their practice is appropriate and in accordance with Guidance on Professional Practice for Hearing Aid Audiologists published by the Society from time to time
- (x) comply with the Health and Care Professions Council's ("HCPC") Standards of Proficiency for Hearing Aid Dispensers, its Standards of Conduct, Performance and Ethics and its Standards for Continuing Professional Development. The Society reserves the right to initiate immediate disciplinary procedures and convene a disciplinary meeting if a member is removed or suspended from the HCPC register.

11.2. A member of the Society whose registration with the HCPC is suspended or removed will be automatically and immediately suspended from BSHAA membership pending investigation. During this period, the suspended member will not have or be able to exercise any of the rights, privileges and benefits of BSHAA Membership and shall as soon as reasonably practicable remove all references to his membership of the Society in any advertisements (wherever and however displayed), stationery and notices.

## **12. Maintaining the reputation of the Society**

12.1. The public perception of the Society and its membership is of great importance.

12.2. To ensure that the Society meets its objectives of maintaining high professional, ethical and commercial standards and of protecting the interests of its members, members must ensure that all advertising undertaken by them:

- (a) complies fully with the relevant guidelines, published from time to time, including (but not limited to) the British Codes of Advertising, Sales Promotion and Direct Marketing, the Television Advertising Standards Codes, the Radio Advertising Standards Codes and the PhoneyPayPlus Code
- (b) does not give misleading indications about price, value, quality or benefit of any product
- (c) contains sufficient information to enable potential customers to make an informed decision
- (d) does not disparage or bring the Society or the profession into disrepute (on which the Board's decision will be final) and

(e) encourages the practice of Hearing Aid Audiology.

12.3. A member who is a director of a company or a proprietor of or a partner in a practice will be deemed to be responsible for ensuring that the company or practice and all engaged in it comply with the Advertising Codes of Conduct.

### **13. Disciplinary procedures**

13.1. All disciplinary action will be deemed 'confidential' until the final decision of the Board is made. Members are required to respect the confidentiality of all those involved in disciplinary proceedings.

13.2. The disciplinary process begins when either:

- (a) it appears to the Board that there has been a breach of this Code, or
- (b) any person submits written evidence of an alleged breach.

13.3. The Board will inform the member in question of the alleged breach and provide a summary of the evidence received which is alleged to support the allegation.

13.4. The Board will invite the member to provide an initial response, any supporting documentation and any other information relevant to the allegation.

13.5. The Board will then consider whether there is a case to answer. If the Board concludes that there is no case to answer, the member will be notified within 21 days of the receipt of his response.

13.6. If after considering the response in 13.4 above the Board decides that there is a case to answer the member will be notified within 21 days of the receipt of his initial response. The notification will contain:

- (a) sufficient information about the alleged misconduct and its possible consequences to enable the member to prepare his answer to the allegation(s) at the disciplinary meeting;
- (b) the date, time and venue of the disciplinary meeting; and
- (c) information about his right to be accompanied at the meeting.

13.7. The meeting will be held as soon as practicable on a date that allows the member reasonable time to prepare his case.

13.8. The disciplinary panel will comprise 3 Board Members or such other persons whom the Board deem appropriate and will be chaired by the Vice President or his appointed deputy (none of whom have taken part in the investigation of the alleged breach).

13.9. The Chairperson will explain the allegation and the evidence that has been gathered and set out why it is considered to be a breach of the Society's Code.

13.10. The member will be invited to present his case and answer the allegations that have been made. The member will be given reasonable opportunity to ask questions, present evidence and call relevant witnesses or furnish witness statements. If the member or the Society intends to call

witnesses or rely on witness statements, notice must be given by the member or Society in advance.

- 13.11. If the allegation (or any of them if more than one) is proved the meeting may suspend the member's membership for any period, exclude him from membership, remove or suspend any or all of his rights and privileges, require him to undergo training, or take such other appropriate action.
- 13.12. The Board will advise the member of its decision in writing within 14 days of the disciplinary meeting.

#### **14. Appeal**

- 14.1. If the member does not accept the decision of the disciplinary meeting he may appeal in writing within 28 days of receipt of the decision.
- 14.2. The appeal will be heard by the President and one other Board Member (who has not taken part in the disciplinary meeting and is not party to the allegations) whose identity will be given to the member at the time he is notified of the venue and time of the appeal.
- 14.3. Any costs reasonably incurred by the Society as a result of the appeal will be borne by the member if his appeal fails.
- 14.4. The Board will advise the member of the result of the appeal in writing within 14 days.

#### **15. General**

- 15.1. At any stage in the proceedings the Board may refer the matter to the HCPC if it has reason to believe there has been a material breach of HCPC standards.
- 15.2. The Board may at any time bring to an end a period of suspension or reinstate an excluded member and may impose reasonable conditions or restrictions on the member's rights and privileges as it deems appropriate in the circumstances.
- 15.3. A member may request that he be accompanied at the disciplinary meeting or appeal. If the Board refuses the request as unreasonable it shall give its reasons for doing so.

#### **16. Automatic exclusion**

- 16.1. A person shall cease to be a member immediately:
  - (a) a bankruptcy order is made against that person;
  - (b) he makes a composition with his creditors;
  - (c) he is made subject to a debt arrangement scheme;
  - (d) he becomes unable to continue his practice;

- (e) he is convicted of a criminal offence which involves dishonesty, violence or results in a custodial sentence (whether suspended or not),
- (f) he or his practice is convicted of an offence under the Bribery Act 2010
- (g) he becomes unable to fulfil his professional responsibilities in a competent manner;
- (h) he fails to respond to requests for information pursuant to the Society's disciplinary process, or
- (i) he fails to undergo re-training or other reasonable action required by the Board as a disciplinary measure.

## **17. Effect of ceasing to be a member**

17.1. Upon removal of a member from the register of members:

- (a) he shall return or dispose of the certificate of membership issued to him;
- (b) he shall cease forthwith to use the designatory suffix;
- (c) he shall cease immediately to advertise his connection to the Society;
- (d) his name and the name of his practice(s) shall be removed from the Society's website;
- (e) he shall remove forthwith all references to the Society in notices displayed in his practice premises, letterheads and stationery and on his and the practice's website; and
- (f) he shall cease to receive any benefits associated with membership of the Society.

## **18. Reinstatement of a member**

18.1. A former member may apply for reinstatement of his membership if at the time of his application for reinstatement he meets the criteria then applicable for membership and the Board approve his application. The Board shall not be required to give a reason for refusal but may do so at its discretion.

18.2. If his membership was terminated for insolvency he will be required to provide satisfactory evidence that he has satisfied all the debts which led to his insolvency and that his current financial status is not likely to lead to further insolvency in the foreseeable future.

18.3. If his membership was terminated as the result of a criminal conviction or disciplinary action by the Health and Care Professions Council (HCPC) or other regulatory body the Board may at its discretion refuse his application.

## **19. Board meetings**

19.1. As prescribed by the articles a Board meeting shall be convened upon any director giving not less than 5 business days' (that is, excluding Saturdays, Sundays and bank holidays) notice to the directors or by authorising the company secretary or the Chief Officer to give notice to the directors.

- 19.2. The notice period may be reduced to 3 business days if the President or the Chief Officer considers that the business to be discussed requires urgent attention.
- 19.3. The notice must indicate the matter(s) on which a decision is needed or the issue that needs to be discussed, the proposed date and time of the meeting, where it is to take place and, if appropriate, how directors who may be unable to attend may communicate with directors present at the meeting.
- 19.4. Notice of a directors' meeting must be given to each director but need not be in writing.
- 19.5. The Board may hold a virtual meeting if it is not practicable for one or more directors to attend in person. A virtual meeting means a meeting in which one or more directors participate by communicating by electronic means.
- 19.6. Directors are expected to participate in Board meetings. Failure to do so on a regular basis may lead to the Board deciding whether to terminate the appointment of a director under as provided in the articles and this Code of Conduct.
- 19.7. Directors who are not able to attend a Board meeting in person shall inform the chair of the meeting not less than 3 business days prior to the meeting. Such directors shall be provided with the information they need to participate in the meeting.
- 19.8. At a virtual meeting at least one camera and one microphone shall be utilised to enable such directors to participate in the same manner as if they attended the meeting in person. The camera and microphone shall therefore be kept in operation throughout the meeting.

## **20. General meetings**

- 20.1. The Society shall hold an annual general meeting once each year on a date decided by the Board.
- 20.2. Members entitled to vote shall be given at least one calendar month's notice in writing in accordance with the articles.
- 20.3. All other general meetings shall be called by giving at least 10 business days' notice in writing in the same manner.
- 20.4. The Board may call a general meeting at any time.
- 20.5. The Board shall call a general meeting if requested to do so by members who represent at least 5% of the total voting rights of all the members having a right to vote at general meetings or by 40 or more members entitled to vote notwithstanding that they may not represent 5% of total voting rights.
- 20.6. The Society's articles of association set out who is entitled to attend and speak at a general meeting, the voting rights and arrangements, the quorum required for a general meeting and procedural matters. In light of the detailed and voluminous content of the articles with regard to general meetings there is no point in repeating them in this Code. Therefore members seeking the rules and procedure governing general meetings should refer to the articles.

## **21. Working groups**

- 21.1. The Board may from time to time establish working groups of directors to undertake specific tasks or fulfil specific duties, for which purpose the Board may delegate any relevant powers.
- 21.2. Working groups must comply with the Society's articles of association, this Code of Conduct and any procedures or conditions laid down by the Board.

- 21.3. The Board may make and from time to time amend rules governing the establishment, constitution, powers, duties and responsibilities of working groups. Such rules shall be in writing.
- 21.4. The Board may also delegate its powers to one or more persons who are not members of the Society to undertake specified tasks, and may remunerate them in accordance with the articles.
- 21.5. Whenever the Board establishes a working group or commissions non-society members to undertake a task it shall remain responsible (and liable) for the manner in which the group or person(s) exercise the Board's powers on its behalf.
- 21.6. It is therefore essential that the activities of working groups and commissioned persons are properly supervised and monitored to ensure compliance with the Society's articles, Code of Conduct and the terms specified by the Board.

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

22.1. A director shall cease to hold office immediately if:

- (a) 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;
- (b) a court makes an order that wholly or partly prevents that person from exercising any powers or rights which he would otherwise have;
- (c) he fails to attend three consecutive Board meetings and the Board resolve that he should cease to be a director;
- (d) a resolution is passed by the voting members pursuant to Section 168 of the Companies Act 2006;
- (e) a compulsory strike-off is made in respect of a company or other entity registered at Companies House of which he is or was during the immediately preceding period of four years a director or person with significant control; or
- (f) a majority of the Board expresses a vote of no confidence in that director, whether for lack of performance of duties or responsibilities, lack of attendance at Board meetings or any other substantive and reasonable cause.

## **23. Suspension of directors**

- 23.1. The Board may if it thinks fit suspend any director if a breach of this Code of Conduct or any other behaviour which is detrimental to the interests of the Society is alleged and at least two-thirds of the directors participating in the meeting of the Board at which the question arises vote in favour of such suspension.
- 23.2. Where a director is suspended pursuant to paragraph 23.1 the Board 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 Board at the earliest opportunity.

- 23.3. If the allegations against the director are unproven the suspension shall be lifted and the director shall resume his office.
- 23.4. The director in question shall have the right to address the Board before a final decision is taken in relation to disciplinary sanctions but shall have no further right of appeal.
- 23.5. If the allegations against the director are proven then the Board shall impose such disciplinary sanctions as it shall determine which may include removal of the director from office.
- 23.6. An allegation shall not be treated as proven unless a majority of directors participating in the meeting at which the question arises find it is more probable than not that the allegation is true.
- 23.7. A director who has any interest in the outcome of the investigation or is biased or likely to be biased shall not take part in the investigation or the decision.