

# **COLLEGE OF PARAMEDICS**

## **MEMORANDUM AND ARTICLES OF ASSOCIATION**

**Approved 2007**

**Companies Act 1985 and 1989**

Company limited by guarantee and not having a share capital

## MEMORANDUM OF ASSOCIATION

### Of College of Paramedics

#### 1. NAME

The name of the Company is COLLEGE OF PARAMEDICS ('the College').

#### 2. REGISTERED OFFICE

The registered office of the College is situated in the UK and operates under English law.

#### 3. OBJECTS

The objects for which the College is established ('the Objects') are:

3.1 To strengthen and develop the profession and to represent the interests of its membership

3.2 to develop the scope and practice of paramedic science and related subjects in the ambulance profession for the benefit of its practitioners.

3.3 To promote and manage high standards of initial and continuing professional education and development for the profession

3.4 To promote education and training in paramedic sciences and related areas within the profession.

3.5 To encourage and share good clinical and professional evidence based practice.

3.6 To raise general awareness of the existing and potential contribution of the profession to patient care

3.7 To develop and expand the potential of the profession for contributing to patient care in a modern health service

3.8 To represent the views of the profession to government, the registrars, employing organizations and other relevant bodies

3.9 To commission report and analyse research in professional practice in partnership with other stakeholders where appropriate.

#### 4. POWERS

In furtherance of the Objects of the College and not otherwise, the College has the following powers:

4.1 to establish scholarships, grants and awards in connection with the profession;

4.2 To produce, print, publish, sell, lend or distribute reports, periodicals, books, circulars and other publications in any media as may further the Objects of the college;

4.3 To facilitate the exchange of information and ideas affecting the profession and to provide for the delivery of lectures, meetings, classes, conferences, exhibitions and CPD.

4.4 To establish and maintain libraries suitable for the use and instruction of persons engaged in the profession

4.5 To accept any grant or gift of property, legacy or annuity, whether subject to any special trust or not;

4.6 To take such steps, by personal or wider appeals, meetings, advertisements or by any other means as may from time to time be deemed expedient, for the purpose of promoting the Objects or of procuring contributions to its funds by any legal means;

4.7 To undertake and execute any charitable trusts that may further the Objects of the college;

4.8 To amalgamate with any Colleges, societies, corporations, institutions or bodies having objects altogether or in part similar to the Objects and prohibiting the distribution of their income and property to an extent at least as great as is imposed on the College by Clause 5 hereof;

4.9 To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the Colleges, societies, corporations, institutions or bodies with which the College is authorized to amalgamate;

4.10 To borrow money, give security for loans, make grants or loans of money, give guarantees and deposit or invest funds in any manner;

4.11 To acquire, rent, let or dispose of property of any kind;

4.12 To insure the property of the College against any foreseeable risk and take out other insurance policies to protect the College when required;

4.13 To insure the Members of the Council against the costs of defence to a prosecution brought against them or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of duty in connection with their membership of the Council, unless the Member concerned knew that, or was reckless whether, the act or omission was a breach of duty;

4.14 To engage or employ such persons or companies to perform such duties as agents, advisers, managers or employees as the Council in its discretion shall from time to time determine, upon terms which it considers proper;

4.15 To enter into contracts to provide services to or on behalf of other bodies;

4.16 To enter into contracts of any kind for the furtherance of the Objects of the College;

4.17 to establish subsidiary companies to assist or act as agents for the College;

## **5. BENEFITS TO MEMBERS**

The property and funds of the College shall be used only for promoting the Objects and no part shall be paid or transferred directly or indirectly by way of dividend or otherwise by way of profit to members of the College. Exceptions are that members may be employed by or enter into contracts with the College and receive reasonable payment for goods or services supplied; be paid interest at a reasonable rate on money lent to the College; and be paid a reasonable rent, licence fee or hiring fee for property (including intellectual property) let, licensed or hired to the College.

## **6. LIMITED LIABILITY**

The liability of members is limited to the guarantee in Article 7 hereof.

## **7. GUARANTEE**

Every member promises, if the College is dissolved while he remains a member or within twelve months afterwards, to contribute such amount as may be required (not exceeding £1) towards the costs of dissolution and the liabilities incurred by the College while the contributor was a member.

## **8. DISSOLUTION**

If the College is dissolved the assets (if any) remaining after provision has been made for all its liabilities shall be transferred to one or more other Colleges, societies, corporations, institutions or bodies such as are mentioned in Clause 4.9 hereof, or applied directly for the Objects or charitable purposes within or similar to the Objects, as the Members of the College shall determine at an Extraordinary Meeting before the dissolution.

## **9. INTERPRETATION**

Words and expressions stated in the Articles of Association have the same meanings in this Memorandum.

Words denoting the singular shall include the plural also and vice versa where appropriate

Words denoting one gender only shall include the other gender also where appropriate.

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Companies Acts 1985 and 1989

Company Limited by Guarantee and Not Having a Share Capital

## **ARTICLES OF ASSOCIATION**

Of

## **COLLEGE OF PARAMEDICS**

### **DEFINITIONS AND INTERPRETATION**

1. In these Articles, unless the context otherwise requires, the following definitions and rules of construction shall apply:

**The Articles**

the Articles of Association of the College for the time being in force

**The College**

College of Paramedics

**The College's Office**

The registered office for the time being of the College

**The Bylaws**

The bylaws, regulations and standing orders of the College for the time being in force

**The Companies Act**

The Companies Act 1985 as amended by the Companies Act 1989

**the Council**

The Governing Council of Management for the time being of the College

**The Profession**

The interpretation and application of the scientific principles and skills of emergency and unscheduled patient care including technical and other work and practice, sciences and subjects ancillary, allied or auxiliary thereto or associated therewith

**Registered Membership**

A person engaged in the Paramedic Profession, an Emergency Care Paramedic Practitioner or equivalent title or a Fellow whose name appears on the Register of the HPC or the Nursing and Midwifery Council.

**Non registered Membership**

Student Paramedics and those engaged in the profession but not on the HPC register.

Associated membership

Ambulance Care Assistants, first responders, non-practicing or past registered and those with an interest in unscheduled primary care or emergency, pre hospital care.

**Prescribed**

Prescribed by the Council by Bylaw or otherwise under powers conferred by the Articles

**Recognized**

In relation to any tuition, training, course, curriculum, assessment examination, doctorate, masters degree, diploma, certificate or other qualification, that have been assessed approved by the Council for any specified purpose

**Recognized awarding body**

An academic body the standard of whose tuition, training, courses, curricula or examinations or of the doctorates, masters, degrees, diplomas, certificates or other qualifications which it grants for any branch or branches of the Profession has been assessed and is for the time being approved by the Council.

**The Register or Registers**

The register or registers for the time being established and maintained by or by the direction of the Council, or the register or registers maintained by the Health Professions Council or any other body recognized by the Council, in which are entered the names (with such other particulars as may be thought fit) of persons qualified in the opinion of the Council to practice in the profession or any branch thereof

**United Kingdom**

The United Kingdom of Great Britain and Northern Ireland

**Act of Parliament (England and devolved countries)**

References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

**Companies Act**

Subject as above, any words or expressions defined in the Companies Act shall, if not inconsistent with the context, bear the same meaning in the Articles.

**Period of Notice**

A specified number of days in relation to the length of time with which a notice must be served before an event mean that length of time excluding the day on which the notice is served or deemed to be served and the day of the event.

**PURPOSE OF THE COLLEGE**

2. The College is established for the purposes expressed in the Memorandum of Association.

**MEMBERSHIP**

3 The members of the College shall be:

(i) Such eligible persons as the Council shall admit as registered members in accordance with

the Articles;

(ii) Such registered members as the Council or the College in general meeting may at any time elect as Fellows of the College;

(iii) Non registered members.

(iv) Such eligible persons as the Council shall admit as Associate Members in accordance with the Articles;

4. Fellows of the College shall on election retain all the privileges of and have the same liabilities (including for payment of subscriptions) as registered members of the College.

5. The Council shall by bylaws prescribe the procedure for application and admission as a member

6. The Council may from time to time by Bylaws alter the categories of membership and prescribe the qualifications which members may be required to possess the rights and privileges they may enjoy.

7. Members may resign from the College by giving three months' notice in writing and paying all arrears of subscription (if any) due, provided that no purported resignation shall be effective if at the time of such purported resignation the membership could have been terminated under Article 11.

8. In addition to the automatic termination of membership by virtue of Article 17 (non-payment of subscriptions), the Council may if it thinks fit terminate the membership of any person or the status of any student member, affiliate or honorary associate if it considers it undesirable that that person should continue as such, provided that the Council shall refer to a committee of the Council consideration of any appeal from the person concerned. Notice of such an appeal must be given to the College within twenty-one days of notification to the person concerned of the decision of the Council. The determination of the committee shall be final and conclusive.

8. An application for restoration to membership or status of membership may be submitted to the Secretary not less than twelve months after termination of the same and shall be considered by the Council, whose determination shall be final and conclusive.

9. Subject to the foregoing, provisions governing termination or suspension of membership or of the status of student member, affiliate or honorary associate may be prescribed by Bylaws.

## **SUBSCRIPTIONS**

10. The annual subscriptions payable by members, student members and affiliates shall be in accordance with the scale prescribed from time to time by the Council and shall be payable at the time or times determined by the Council.

11. A communication (letter, phone or email), requesting payment shall be sent to each member, whose subscription is more than two months in arrears, but the non-receipt of such letter shall not affect termination of membership under Article 12.

12. Any member, whose subscription is more than four months in arrears after its due date shall automatically cease to be a member, but may, at the discretion of the Council, be reinstated on payment of all arrears due to the date when he ceased to be a member, together with any further subscription due at the time of reinstatement.

13. Only members whose subscriptions to the College are paid up to date shall be entitled to vote at any General Meeting either in person or by proxy, as a proxy for another member, or in a postal ballot,

### **GENERAL MEETINGS**

14. The College shall hold a General Meeting in every calendar year as its Annual General Meeting on the date (not being more than fifteen months after the previous Annual General Meeting) and at a time and place fixed by the Council.

15. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings,

16. The Council may whenever it thinks fit convene an Extraordinary General Meeting and, in accordance with the provisions of the Companies Act, the Council shall convene an Extraordinary General Meeting at the written request of not less than one tenth of the members duly served upon the College at the College's Office.

### **NOTICE OF GENERAL MEETINGS**

17. At least twenty-one days notice in writing of every Annual General Meeting and of every Extraordinary General Meeting convened to pass a special resolution, and at least fourteen days notice in writing of every other Extraordinary General Meeting, shall be given to such persons as are under the Articles or under the Companies Act entitled to receive notice of meetings from the College.

18. The notice shall specify the date, time and place of the meeting, set out all proposed special and extraordinary resolutions and describe generally the nature of the other business to be transacted. Notices of Annual General Meetings shall be accompanied by a copy of the Annual Report and audited Accounts of the College for the preceding year.

19. The accidental omission to give adequate notice of any meeting to, or the non-receipt of any such notice by, any person entitled to receive the same shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

20. The business of the Annual General Meeting shall be to receive and consider the Annual Report of the Council and the audited Accounts of the College for the preceding year together with the Auditors' Report, to receive the report of the election of Members of the Council in accordance with Articles 37 and 38 and to appoint and fix the remuneration of the auditors.

21. No business shall be transacted at any general meeting unless a quorum of members entitled to vote is present. Thirty members personally present shall form a quorum. No business shall be transacted at any general meeting unless the quorum is present throughout the business.

22. If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting shall be dissolved.

23. The Chairman of the College shall preside at every general meeting, but if there is no Chairman or if at any meeting the Chairman is not present fifteen minutes after the time appointed for holding the meeting or is not willing to preside, the Members of the Council

present shall elect one of their number to the chair. If there is no Member of the Council present willing to take the chair, the members entitled to vote and personally present shall elect one of their number to chair the meeting.

24. The chairman 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 an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. Otherwise, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, a show of hands either:

(a) a poll is demanded by at least one third of the members present in person or by proxy, in which event the provisions of Article 32 shall apply, or

(b) a resolution is put to the vote of the meeting that the question be decided by postal ballot, and the resolution is carried by a majority of those present in person or by proxy, in which event the provisions of Article 53 shall apply, and no poll shall take place at the meeting.

26. Unless a poll is so demanded or a resolution for a postal ballot is carried, a declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

27. A poll shall be taken in such manner as the chairman shall direct, save that a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs and any business other than that upon which a poll or postal ballot has been demanded may proceed pending the taking of the poll or postal ballot. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. In the case of an equality of votes, whether on a show of hands, on a poll or on a postal ballot, the chairman of the meeting at which the show of hands took place or at which the poll was demanded or a resolution for a postal ballot was carried shall be entitled to a second or casting vote.

29. No special business shall be transacted at a general meeting unless

(a) it is moved by or on behalf of the Council or

(b) a proposal to move the same signed by not less than fifteen members entitled to vote at such general meeting shall have been given in writing to the Secretary not less than twenty-one days before the date fixed for the meeting.

30. The order and manner of conducting the business and any other matter relating to a general meeting not provided for in the Articles or Bylaws shall be determined finally and conclusively by the chairman of the meeting.

## **VOTES OF MEMBERS**

31. On a show of hands every member entitled to vote and present in person shall have one vote, and upon a poll every member entitled to vote and present in person or by proxy shall have one vote.

32. The appointment of a proxy shall be in writing in the prescribed form, or in any other form approved by the Council, and signed by the appointer. A proxy must be a member entitled to vote.

33. The appointment of a proxy must be deposited at the College's Office or delivered to the Secretary before the commencement of the meeting or adjourned meeting at which the proxy proposes to vote. Otherwise the appointment shall be treated as invalid.

34. The appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll or a postal ballot.

## **COUNCIL OF MANAGEMENT**

35. The affairs of the College shall be managed by the governing Council, which shall consist of members of the College as follows:

(a) the Chairman and the Secretary of the College;

(b) the Office-holding Members of the Council, who shall be those persons elected in the manner prescribed in Article 37 to fill as many positions on the Council with a defined portfolio of responsibilities as the Council or the College in general meeting shall decide;

(c) the registered members of the council, who shall be those persons elected in the manner provided in Article 38 by as many regions with such geographical boundaries as the Council or the College in general meeting shall decide. If any regional member is unable to attend a meeting of the Council or otherwise perform his functions as a Member of the Council, he may request the alternate elected by the same region to attend or act in his place, provided that his personal responsibilities as a Member of the Council shall not be diminished thereby.

36. All elected Members of the Council shall be elected for three years, but shall be eligible for re-election in the same region for further terms of office.

37. Subject to the provisions of the Bylaws, the method of election of regional members of the Council and their alternates shall be as follows:

(a) Council elections will be held for no more than one third of the regions annually in order to maintain continuity of the council

(b) Only members entitled to vote and residing or working within the boundaries of a region shall be eligible to vote for a member to represent that region;

(c) Not later than seventy days before the date on which a regional member of the Council is to retire, the Secretary shall give notice to all members eligible to vote in a region. The notice shall state whether the retiring regional member (if eligible for re-election) wishes to stand for election and shall invite nominations for the position, to be submitted to the Secretary by a stated date not later than twenty-eight days after the notice has been given;

(d) Candidates for election in a region may submit election addresses to the Secretary conforming to the requirements of the Bylaws, and the Bylaws shall govern the distribution of the same to members eligible to vote within the region;

(e) Not later than twenty-eight days a the Secretary, under the supervision of the independent scrutineer appointed as in Article 43(e), shall send to all members eligible to vote within the region a ballot paper conforming to the requirements of Article 43(t) and the Bylaws, listing the names and qualifications of the candidates together with the names of their proposers. The ballot papers shall specify the date, not later than seven days before the Annual General Meeting, by which they must be returned to the independent scrutineer;

(f) The candidate in a constituency with the largest number of valid votes cast in his favour according to the independent scrutineer's report shall be elected regional member. The candidate with the next largest number of valid votes cast in his favour shall be elected Deputy. In the event of a tied vote for either position, the election shall be decided by lot in accordance with the Bylaws;

(g) If there is only one candidate in a region, there shall be no ballot and that candidate shall be deemed to be elected regional member,

(h) If there are only two candidates in a region, and those candidates both agree to the arrangement, there shall be no ballot and one candidate shall be declared regional member and the other Deputy;

(i) The Council shall report to the Annual General Meeting the persons who have been elected to the vacant positions of regional member unopposed or by ballot and those who have been elected Deputy and the persons so elected shall assume office at the close of the Annual General Meeting.

38. (a) In the event of a casual vacancy arising in the position of Chairman or Office-holding Member of the Council, the Council in its discretion shall appoint a member of the council to fill the vacancy until the next election, when that person shall be eligible for election for a further term of three years in that position.

(b) A casual vacancy among regional members shall be filled by the alternate (if any) elected for the relevant region, who shall serve in that position until the next election, when he shall be eligible for election for a further term of three years as the regional member. If no alternate member is in position then a bye election will be held for a council member to fill the remaining period of office.

39. No remuneration shall be payable to Members of the Council, but they shall be entitled to be reimbursed such reasonable out-of-pocket expenses (including accommodation and travel costs) as they may incur in attending meetings of the Council or of committees of the Council or general meetings of the College, or as they may otherwise incur in or about the affairs of the College. Reasonable, in this context, means such levels of expenditure as the Council shall determine as reasonable, as they see fit.

## **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

40. (a) The position of a Member of the Council shall be vacated forthwith:

(i) if he becomes bankrupt or he makes any arrangement or composition with his creditors;

(ii) if in the written opinion of a medical practitioner he is incapable, whether mentally or physically, of managing his affairs;

(iii) if he ceases to be a member of the College;

(iv) if he resigns his position by written notice to the Secretary;

(v) if he becomes disqualified by law from acting as a company director; or

(vi) if he is removed from office by a resolution of the College duly passed pursuant to Section 303 of the Companies Act.

(b) The provisions of Section 293 of the Companies Act shall be deemed not to apply, so that no member of the College shall be or become ineligible to hold office as a Member of the Council by virtue merely of attaining the age of seventy years or any other age.

## POWERS OF THE COUNCIL

41. The College shall be managed by the Council, which shall have power to do on behalf of the College everything the College is entitled to do, other than those things which the Companies Act or the Articles require to be done by the College in general meeting, but the Council shall always be bound by the Articles, the Bylaws, the provisions of the Companies Act and by any resolution of the College in general meeting, provided that no such resolution of the College in general meeting shall invalidate any prior act of the Council which would have been valid if such resolution had not been made.

42. In particular, and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Council shall have the following powers:

(a) To cause to be made, established, maintained, printed and published a register or registers of persons qualified in its opinion to practice the Profession or any branch thereof, or to recognize the register or registers maintained by the Health Professions Council or any other appropriate body and containing the names of persons so qualified:

(b) To make and alter such conditions as it may think fit with regard to the entry of the names of persons on such register or registers, or the submission of such names to the body maintaining the register, and to charge and obtain fees for registration thereon or continuance on such register or registers or in connection with any application for registration;

(c) To assess and if requested approve the standard of education and training for any branch of the Profession for the purpose of qualifying for registration on a voluntary register or registers or for the purpose of further qualification in any branch of the profession.

(d) From time to time to define and vary the responsibilities and powers of the Members of the Council;

(e) To engage or employ such persons to perform such duties as employees, consultants or advisers as the Council may in its discretion from time to time determine upon terms which it considers proper;

(f) To appoint any person or persons or corporate bodies to accept and hold in trust for the College any property belonging to the College or in which it is interested or for any other purpose, and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of any such trustee or trustees (not being a Member of the Council);

(g) To institute, conduct, defend, compound or abandon any legal proceeding by or against the College or any of the Members of the Council or employees of the College or otherwise concerning the affairs of the College;

(h) To make arrangements with all or any of the members for collection by the College of the fees or other monies payable by them in respect of registration in the voluntary register or registers held by the college.

(i) To set up, either jointly with such persons or corporate or unincorporated bodies or otherwise as the Council may think fit, advisory committees for the purpose of advising the Council on such matters as the Council shall think fit;

(j) From time to time to make such Bylaws, regulations or standing orders as it thinks fit for regulating the administration of the College and Branches and Specialist Groups of members of the College, subject to the approval by the College in general meeting, and (subject to such approval) from time to time to add to, modify, repeal or vary such Bylaws. All Bylaws so made and for the time being in force shall be binding on the members of the College and shall have full effect accordingly:

- (i) As to the persons and classes of persons eligible for membership of the College.
- (ii) As to the conditions on which and the manner in which persons shall be admitted to membership
- (iii) As to the subscriptions, fees or other payments to be payable by members
- (iv) As to the rights and privileges which shall be accorded to and the qualifications, restrictions and conditions which shall be attached to members
- (v) As to the manner in which membership status may be suspended or terminated;
- (vi) As to conditions governing admission to the voluntary register or registers and continuance thereon and as to the removal of any person there from;
- (vii) As to the fees or subscriptions to be charged to members or for registration or continuance on the voluntary. register or registers.
- (viii) As to the conditions governing the admission of recognized qualifying bodies to recognition as such and the continuance of such recognition and the fees and other payments in connection therewith and with any application for admission;
- (ix) As to regions, their geographical boundaries and regulations affecting them;
- (x) As to Specialist Groups and the regulations affecting them;
- (xi) As to regions for the election of regional members of the council;
- (xii) As to the calling of and procedures related to general meetings, ballots, elections, and meetings of the Council and committees thereof; and
- (xiii) As to all such other matters as the Council may think fit: provided that:
  - (a) No Bylaw shall contravene any of the provisions of the Articles, the Companies Act or the Memorandum of College of the College;
  - (b) No Bylaw shall be made or, if made, have any validity or effect which would amount to or involve such an addition to or alteration of the Articles as could only legally be made by Special Resolution.

## **PROCEEDINGS OF THE COUNCIL**

43. The Council shall meet together, adjourn and regulate its meetings as it thinks fit. A Member of the Council may, and the Secretary at the request of a Member of the Council shall, at any time summon a meeting of the Council.

44. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed the quorum shall be four.

45 The Members for the time being of the Council 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 as the quorum of Members of the Council the Members for the time being may act for the purpose of filling vacancies in the Council or of summoning a general meeting of the College, but for no other purpose.

46. The Chairman of the College shall be chairman for meetings of the Council, but if there is no such Chairman, or if at any meeting he is not present within five minutes after the time appointed for holding the same, or if he is unwilling to preside, the Members of the Council present may choose one of their number to chair the meeting.

47. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote. Proxy votes shall not be accepted at meetings of the Council

48. The Council may from time to time establish such committees as it thinks fit for the better administration of the College and make and vary Bylaws to govern the terms of reference, composition and proceedings of committees. All committees shall fully report their acts and proceedings to the Council as soon as is reasonably practicable.

49. The Council shall cause proper minutes to be made of the proceedings of all meetings of the College, of the Council and of committees of the Council, and all business transacted at such meetings. Any such minutes, if purporting to be signed by the chairman of the meeting or by the chairman of the following meeting, shall be sufficient evidence without any further proof of the facts stated in the minutes. A copy of the unconfirmed minutes of every meeting of the Council and of every committee shall be issued to each member thereof as soon as reasonably practicable after the meeting.

50. All acts bona fide done by the Council or a committee of the Council or by any person acting as a Member of the Council or a member of a committee shall, despite the later discovery that there was some defect in the appointment of any Member of the Council or of any member of a committee, or that they were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Council or a member of such committee.

51. A resolution in writing of the Council signed by all the Members of the Council or a resolution in writing of a committee of the Council signed by all the members of the committee entitled to vote shall be as valid and effective as if it had been passed at a duly convened and constituted meeting of the Council or of the committee respectively. The resolution may consist of several documents bearing the identical resolution each signed by one or more Members of the Council or members of the committee, as the case may be, and shall be treated as passed on the date of the last signature.

## **POSTAL BALLOT**

52. The College in general meeting may resolve to hold a postal ballot on any matter and the Council may determine to hold a postal ballot on any matter which in its opinion is of serious moment to the College. The result of a postal ballot, which shall be conducted in accordance with prescribed procedures, shall be deemed in the case of a ballot conducted following a resolution under Article 30(b) to be the resolution of the general meeting at which a decision was taken to hold the postal ballot. In particular, but without prejudice to the generality of this Article, a postal ballot may be held to amend the Articles and to obtain the views of all members of the College on matters of importance to the College.

## **REGIONAL AND SPECIALIST GROUPS**

53. There may be formed separate bodies of members styled regions and specialist groups.

54. Regions shall have geographical boundaries as prescribed by the Council and each Branch shall comprise such members of the College residing or working within its boundaries. who elect to become members of it

55. Specialist groups shall each have an interest in a separate specialism within the field of the

profession. Each Specialist Group shall have its own criteria of membership and shall comprise such members who elect to become members of it.

56. The Council shall from time to time make such Bylaws as it thinks fit to govern the establishment, administration and activities of regions and specialist groups and such reports as they may be required to make to the College.

57. No region or specialist group shall be established without the approval of its constitution by the Council, nor shall any amendment be made to such constitution without the prior approval of the Council. The Council may at any time require a region or specialist group to amend its constitution, to modify any aspect of its administration and activities or to be dissolved.

## **SEAL**

58. The seal of the College shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of a Member of the Council and of the Secretary or such other person as the Council may appoint for the purpose, and that Member of the Council and the Secretary or other person aforesaid shall sign every instrument to which the seal of the College is so affixed in their presence.

## **ACCOUNTS**

59. The Council shall comply with the requirements of the Companies Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of annual reports, annual returns and annual statements of account.

60. The accounting records of the College shall be kept at the College's Office or, subject to compliance with the Companies Act, at such other place or places as the Council shall think fit and shall be open to the inspection of Members of the Council and, with the consent of the Council, other members of the College. Accounts of the college will be presented once a year at the Annual General Meeting.

## **AUDITORS**

61. The College shall at each Annual General Meeting appoint auditors to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting, provided that they are eligible for appointment pursuant to the Companies Act.

62. Auditors may be removed at any general meeting of the College, notwithstanding anything in any agreement between the College and the auditors. Any vacancy may be filled by the College in general meeting or by the Council.

63. Auditors who have been duly appointed shall be re-appointed at the next Annual General Meeting of the College unless

(a) a resolution has been passed at a general meeting appointing other auditors in their stead or providing expressly that they shall not be reappointed;

or

(b) they have given notice to the College in writing of unwillingness to be re-appointed; or

(c) they are ineligible for re-appointment; or

(d) they have ceased to act as auditors by reason of incapacity.

64. The auditors are entitled to attend any general meeting of the College and to receive all

notices of and other communications relating to any general meeting which a member is entitled to receive and to be heard at any general meeting which they attend on any part of the business of the meeting which concerns them as auditors.

65. The remuneration of the auditors shall be fixed by the Council unless the College in general meeting decides otherwise.

66. The College's auditors shall have such rights and duties, including the making of an annual report, as are provided by the Companies Act.

## **INDEMNITY**

67. Subject to the provisions of the Companies Act every Member of the Council, employee or auditor of the College shall be indemnified out of the assets of the College against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the College.

## **NOTICES**

69. All references herein to the address of a member shall be to the last address supplied by him to the College.

69. Any notice referred to in the Articles as being required to be given to any member shall be properly served by delivering it by hand either to the addressee personally or to his address or by sending it by post or electronic means, addressed to him at his address. Alternatively such a notice shall be deemed to be properly served on a member when it is published in or posted as an insert with a newsletter or similar publication of the College or on the college website, a copy of that issue being sent to the member in accordance with the foregoing provisions of this Article.

70. A notice, if served by post or electronic means, shall be deemed to be served the day after it was posted.

71. The accidental omission to give a notice (including notice of a meeting) or to send papers (including ballot papers) to any member eligible to receive them or the non-receipt of any such documents shall not invalidate the election of any candidate or resolutions passed or business transacted at any meeting.

## **DISSOLUTION**

72. The provisions of Clause 8 of the Memorandum of the college relating to the dissolution of the college shall have effect and be observed as if the same were repeated in the Articles.

Approved AGM June 2007