

# THE COLLEGE OF PODIATRY

Company number: 400709

## ARTICLES OF ASSOCIATION

(as amended by special resolutions passed at the AGM held on  
26 September 2020)

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**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION  
of**

**THE COLLEGE OF PODIATRY**

*(as amended by Special Resolutions passed on 26 September 2020)*

**DEFINITIONS AND PRELIMINARY**

1. Unless the context requires otherwise, the following terms and expressions shall have the meaning assigned to them:
- (a) "Articles" - the College's Articles of Association;
  - (b) "Associate Member" - a person admitted as an Associate Member in accordance with these Articles;
  - (c) "Branch" – a group of Fellows and Members residing in or practising in a defined area or district as Council shall determine;
  - (d) "By-Laws" - the by-laws of the College which may be amended by Council at any time;
  - (e) "Chiropodist" - a person registered as a Chiropodist/Podiatrist with the Health and Care Professions Council;
  - (f) "College" - The College of Podiatry;
  - (g) "Companies Acts" - the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the College including any modification or re-enactment for the time being in force;
  - (h) "Council" - the Board of Directors of the College as constituted in accordance with these Articles;
  - (i) "Fellow" - a person admitted as a Fellow of the College in accordance with these Articles;
  - (j) "General Meeting" - a general meeting of the members of the College for the purposes of the Companies Acts;
  - (k) "Member" - a person admitted as a Member of the College in accordance with these Articles;
  - (l) "Members' Forum" - a forum to bring together the Branches and other groups of the College to be held in accordance with Article 91;
  - (m) "Month" - a calendar month;
  - (n) "Non-Voting Member" - a member without voting rights in accordance with these Articles;
  - (o) "Objects" - the objects of the College as set out in Article 6;
  - (p) "Past Chair" - the immediate past chairman of Council;
  - (q) "Podiatrist" - a person registered as a Chiropodist/Podiatrist with the Health and Care Professions Council;
  - (r) "Register" - the register maintained by the Health Professions Council pursuant to the Health Professions Order 2001 (as amended);
  - (s) "Retired Member" - a person admitted as a Retired Member of the College in accordance with these Articles;

- (t) "Secretary" - the Company Secretary of the College appointed from time to time under Article 59;
- (u) "Student Member" - a person admitted as a Student Member of the College in accordance with these Articles; and
- (v) "Voting Member" - a Member or a Fellow of the College with voting rights in accordance with these Articles;

and words or expressions defined in the Companies Acts, shall have the same meanings in these Articles.

- 1.2 Words in singular shall be the plural and vice versa.
- 1.3 Words importing one gender shall include all genders.
- 1.4 The words "podiatrists" or "podiatry" and "chiropodists" or "chiropody" are deemed to be synonymous and where only one is included, the other will equally apply.
- 1.5 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006, excluding any statutory modifications not in force at the time of adoption of these Articles.

- 2. The name of the company is "**THE COLLEGE OF PODIATRY**" ("the College").
- 3. The College is established for the objects set out in its Articles of Association.
- 4. The registered office of the College will be situated in England.
- 5. The membership of the College is unlimited.

#### **OBJECTS AND POWERS OF THE COLLEGE**

- 6. The objects of the College are the promotion and regulation of the profession of podiatry and of all matters affecting podiatrists and anything incidental or conducive to those objects.
- 7. The College has the power to do anything that may further the Objects or that is conducive or incidental to doing so. In particular, the College has the following powers:
  - (a) to consider all matters affecting podiatrists, including the regulation of relations between them and employers or employers' associations;
  - (b) to promote a knowledge of podiatry;
  - (c) to promote and advertise the College's activities;
  - (d) to provide trade union and employment support to Members and be affiliated to the Trades Union Congress;
  - (e) to ensure by test or otherwise the competence of Members and Fellows;
  - (f) to award certificates;
  - (g) to provide or procure grants, rewards and other benefactions;
  - (h) to support and protect the status, rights and interest of podiatrists, and to promote professionalism of and between Members;
  - (i) to produce, print and publish anything in any media;

- (j) to form, acquire and to maintain, extend and improve a library;
- (k) to obtain parliamentary or other legal acknowledgement of the rights and status of podiatrists, to promote any Bill that recognises them, and to defend the same in such manner as may be considered necessary in the interests of podiatrists;
- (l) to accredit courses leading to the registration of podiatrists and podiatric surgeons;
- (m) to deliver lectures, demonstrations, exhibitions, public meetings, assemblies, classes and conferences to advance education in podiatry and matters connected to podiatry, whether general, professional or technical;
- (n) to settle disputes by arbitration or mediation and to act as or nominate arbitrators or mediators at such times and in such cases and on such terms as may seem expedient;
- (o) to undertake and execute any trusts which may seem to the College conducive to any of its Objects;
- (p) to deposit or invest funds in any investments, securities or properties;
- (q) to buy, take on lease, share, hire or otherwise acquire property of any sort;
- (r) to sell, lease or otherwise dispose of all or any part of the property belonging to the College;
- (s) to borrow, raise or secure the payment of money in such manner as may be thought fit and subject to such consents (if any) as may be required by law;
- (t) to acquire, merge with or to enter into partnership or joint venture arrangement with any other body or organisation formed for any of the Objects;
- (u) to make any donations in cash or assets or establish or support or aid in the establishment and support of any charitable association or body;
- (v) to lend money (with or without security) or guarantee money for any purposes in any way connected with the Objects;
- (w) to purchase or otherwise acquire plant and machinery including, without limitation, computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
- (x) to take and accept any gift of money, property or other assets whether subject to any special trust or not;
- (y) to open and operate bank accounts and other banking facilities;
- (z) to employ and pay any staff or persons as are necessary for carrying out the work of the College, subject to Article 8;
- (aa) to insure any risks arising from the College's activities;
- (bb) to obtain and arrange for any categories of members or other parties any types of insurance as determined by Council from time to time; and
- (cc) to do all such other lawful things as are incidental or conducive to the attainment of the Objects.

#### **USE OF INCOME AND PROPERTY**

8. The income and property of the College shall be used solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, profit, or otherwise, to any member of the College or to any member of its Council with the exception that the College may make the following payments:

- (a) reasonable and proper remuneration to any member of the Council in return for any services rendered to the College as detailed within the By-Laws provided that:
  - (i) no remuneration shall be payable for the carrying out by a member of Council of his duties as a member of the Council including without limitation sitting on committees of Council or chairing the Council or such committees; and
  - (ii) the remuneration payable has in each case been approved by a majority of the Council (excluding the member of Council concerned);
- (b) reasonable and proper remuneration to any Member who is not a member of its Council in return for any services rendered to the College or where such Member is employed by the College;
- (c) reimbursement of out-of-pocket expenses at the rates authorised by the Council to any member of the Council incurred on College business;
- (d) indemnification of any such person in accordance with the provisions of these Articles and the payment of premiums in respect of any insurance policies benefiting such persons;
- (e) reasonable reimbursement for the costs of locum cover to any employer of the Chair of the College's Council, or to any professional practice of which they are a member;
- (f) interest at a rate not exceeding five per cent per annum on money lent by any member of the College; and
- (g) payments to any company of which a member of Council may be a member in return for services rendered to the College, provided their holding in the capital of the company is not more than one percent.

9. A member of Council wishing to be employed by the College must relinquish their position on Council prior to taking up such a position. Members of Council providing services to the College must do so in accordance with these Articles and the By-Laws.

#### **LIMITED LIABILITY**

10. The liability of the members is limited.

#### **WINDING UP**

11. Every Voting Member of the College undertakes that, if the College, is wound up while they are a Voting Member, or within one year after they cease to be a Voting Member, they will contribute a sum not exceeding £1 to the assets of the College for:-
- (a) payment of the debts and liabilities of the College contracted before they ceased to be a Voting Member;
  - (b) payment of the costs, charges and expenses of winding up; and
  - (c) adjustment of the rights of the contributories amongst themselves.
12. If the College is wound-up or dissolved, and there remains any assets after all debts and liabilities have been met, the assets shall not be paid to or distributed among the members of the College, but shall be given or transferred to some other institution(s) having objects similar to the Objects of the College, and which shall

prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the College under Article 8, such institution(s) to be determined by the members of the College at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

#### **CATEGORIES OF MEMBERSHIP**

13. The members of the College for the purposes of the Companies Acts and who are entitled to vote at General Meetings shall consist of two categories:
  - (a) Members
  - (b) Fellows.
  
14. Non-Voting Members shall not be members of the College for the purposes of the Companies Acts and shall not be entitled to vote at General Meetings. The category of membership constituting Non-Voting Members and as defined in the By-Laws are:
  - (a) Student Member
  - (b) Associate Member
  - (c) Retired Member

#### **ELIGIBILITY FOR ADMISSION AS A VOTING MEMBER**

15. A person shall be eligible for admission as a Member if:
  - (a) they are practising as or are about to practise as a Podiatrist;
  - (b) they have reached the age of 18 years; and
  - (c)
    - (i) they have successfully completed a degree or diploma course in Podiatry at a School of Podiatry recognised by Council, or have passed such other examination or examinations as Council may from time to time prescribe or approve; or
    - (ii) they hold a diploma in podiatry (or an equivalent discipline known by another name) within the meaning of European Communities Council Directive 89/48/EEC or any other Directives or Regulations which amend, substitute or re-enact Directive 89/48/EEC, and have complied with such other requirements as may be prescribed in accordance with such Directives; or
    - (iii) they hold a certificate or qualification to practise podiatry (or an equivalent discipline known by another name) issued by some authority situated outside the United Kingdom and recognised by Council, and have passed such further tests (if any) or have had such experience or practise in the United Kingdom as Council may prescribe generally and/or in the case of a particular person; or
    - (iv) they are practising outside the United Kingdom and satisfy the College that they would be registered in the Register as a Podiatrist if they were to apply for such registration.

16. A person shall be eligible for admission as a Fellow if:

- (a) they are already a Member of the College;
- (b) they have fulfilled the conditions laid down by Council in the By-Laws.

**ELIGIBILITY FOR ADMISSION AS A NON-VOTING MEMBER**

17. Council may provide for the admission of Non-Voting Members as defined by Article 14 in accordance with such By-Laws as Council may determine. Any person admitted as a Retired Member under this Article may not practise or to hold any financial or administrative position in a podiatry service.

**PROCESS FOR ADMISSION TO MEMBERSHIP**

18. Council shall determine the admission of both Voting Members and Non-Voting Members, subject to these Articles and to such admission procedures as Council may from time to time prescribe and as set out in the By-Laws.

**RIGHTS OF VOTING MEMBERS**

19. All Fellows and Members shall have the right to attend General Meetings and vote, and take part in the proceedings, together with such other rights, privileges and advantages provided by the College for those admitted as Fellows and/or Members (as applicable).

**RIGHTS OF NON-VOTING MEMBERS**

20. Council shall from time to time determine the rights, duties and liabilities of Non-Voting Members and detail these within the By-Laws, but which shall not in any circumstances include the right to vote at the General Meetings.

**DESIGNATORY LETTERS**

21. Council may permit Members and Fellows to use such designatory letters after their names as Council may decide from time to time.

**SUBSCRIPTIONS**

22. Voting and Non-Voting Members shall pay annual subscriptions as follows:

- (a) the first such subscription shall fall due on admission and each subsequent subscription shall fall due on the 1<sup>st</sup> day of January of each year unless authorisation is given for payment by instalments, in which case such instalments shall be payable on such dates as Council shall prescribe;
- (b) the categories and the amounts of annual subscriptions shall from time to time be determined by Council; and
- (c) Council may in its absolute discretion waive payment in whole or in part of annual subscriptions in any case where it considers it appropriate to do so.

**CESSATION OF MEMBERSHIP**

23. Admission as a Voting Member shall be personal and shall cease in the following circumstances:

- (a) death of the Voting Member in question;
- (b) resignation by written notice to the College's registered office;

- (c) if, following an investigation by a committee of Council established for that purpose, Council passes a resolution (having regard in particular to any evidence of a breach of any code of conduct published under the provisions of Article 65), terminating the membership of the Voting Member in question provided that if the Voting Member in question is a Fellow, Council may instead, approve that they cease membership as a Fellow but continue as a Member of the College;
  - (d) if the Voting Member in question's annual subscription is overdue for such period as decided by Council.
24. Admission as a Non-Voting Member shall be personal and shall cease in the following circumstances:
- (a) death of the Non-Voting Member in question;
  - (b) resignation by at least one month's written notice to the College's registered office;
  - (c) (in the case of a Student Member or Associate Member) admission as a Member; or
  - (d) in the case of a Student Member or Associate Member or Retired Member, in such circumstances as Council shall from time to time by resolution or in accordance with the By-Laws determine.
25. Any person who ceases from membership under any provision of these Articles, whether as a Voting or a Non-Voting Member, shall nevertheless be liable to pay and shall forthwith pay to the College all arrears (if any) of subscriptions or any other moneys due from him.
26. A Voting Member who ceases for any reason to be a Voting Member of the College shall not, after the date on which their Voting Membership ceased:
- (a) describe themselves as a Member or a Fellow of the College; or
  - (b) use any words or letters representing themselves to be a Member or a Fellow of the College.

#### **RE-ADMISSION OF VOTING MEMBERS**

27. A person who ceases to be a Voting Member of the College may be re-admitted by Council as a Member or Fellow (as applicable) subject to such requirements as Council may prescribe from time to time as being applicable for re-admission or relating to his professional conduct and practice since the date when he ceased to be a Voting Member.

#### **HONORARY FELLOWS**

28. Council may award an Honorary Fellowship to any distinguished member of any other society of podiatrists or any former member of the College or of the medical profession or any other person who has rendered eminent service to podiatry.



29. An Honorary Fellow:
- (a) shall not have any of the powers or privileges of, or be subject to the liabilities of, a Fellow or a Member;
  - (b) shall cease to be an Honorary Fellow if a resolution of Council shall be passed to that effect; and
  - (c) shall not be a member of the College or be entitled to receive notice of General Meetings.
30. Any persons who were "Honorary Members" of the College at the date of adoption of these Articles are deemed to be Honorary Fellows for the purposes of these Articles.

#### **CALLING OF GENERAL MEETINGS**

31. The College shall hold an Annual General Meeting in each calendar year (in addition to any other General Meetings) at a time and place (unless it is an electronic only meeting) determined by Council. Annual General Meetings shall be specified as such in the notices calling them.
32. General Meetings may be convened by:
- (a) Council, whenever it thinks fit,
  - (b) Voting Members in accordance with the relevant provisions of the Companies Acts.
33. At least fourteen days' notice in writing of every General Meeting shall be given to all Voting Members (other than those who have not provided the College with an address within the United Kingdom, to whom this notice period does not apply) specifying the time and place of the meeting and the general nature of the business to be transacted. Notice of such a meeting must comply with sections 308 and 309 of the Companies Act 2006. The notice of every General Meeting will also include a statement informing the Voting Members of their right to appoint a proxy. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice thereof shall not invalidate the proceedings at that General Meeting.
34. For the purposes of this Article 34 the "Principal Place" shall be the General Meeting venue at which the Chairman is present. In the case of any General Meeting the Council may make arrangements for simultaneous attendance and participation in the meeting by Voting members, proxies and other attendees at places other than the Principal Place, irrespective of the fact that the Principal Place shall be specified in the notice of the meeting.

Such arrangements may include limits on the number of people who may attend at any of the venues, provided that the arrangements will allow any invited attendee who is excluded from one venue to attend at one of the other places. For the purpose of all other provisions of these Articles, any such meeting shall be treated as being held and taking place at the Principal Place.

The Council may make such arrangements as it considers appropriate for the purposes of facilitating the organisation and administration of such a meeting. Such arrangements may involve the issue of tickets (on a basis intended to afford all persons entitled to attend the meeting an equal opportunity of being admitted to the Principal Place) or the imposition of some random means of selection. The entitlement of any person to attend a General Meeting at the Principal Place shall be subject to such arrangements as may be for the time being in force whether stated in the notice of the meeting or notified to the attendees concerned subsequent to the provision of the notice.

#### **BUSINESS TRANSACTED AT GENERAL MEETINGS**

35. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheet, and the reports of the Council and of the Auditors, and to receive the results of elections to Council held in accordance with Article 55, and to the extent required by law to fix the remuneration of the auditors or to authorise the Council to fix the remuneration of the auditors.
36. A Voting Member may propose any resolution to an Annual General Meeting in the following manner:-
  - (a) unless otherwise permitted by Council notice of the resolution must be given to the Secretary not less than eight weeks before notice in writing of the Annual General Meeting is required to be given to Voting Members under these Articles;
  - (b) the resolution must be supported by not less than five Voting Members in writing; and
  - (c) the resolution may be supported by a statement of not more than 500 words which, if submitted to the Secretary in the time specified in Article 36(a), shall be sent to Voting Members with the Notice of the Annual General Meeting.

#### **QUORUM FOR GENERAL MEETINGS**

37. No business shall be transacted at any General Meeting unless a quorum is present.
38. Three persons who are Voting Members personally present and entitled to vote shall be a quorum for the choice of a chairman for a General Meeting, if required under Article 41 in the absence of the Chair of Council and for a resolution adjourning a General Meeting.
39. For all other purposes the number required to form a quorum for a General Meeting shall be twenty Voting Members personally present and entitled to vote. If an electronic meeting is held or Voting Members are given the option to access a meeting electronically, a person shall also be considered present if they have electronically accessed the meeting, are able to hear the chair of the meeting speak and have the ability to vote on any resolutions at the meeting.
40. If within half an hour from the time appointed as the start for a General Meeting a quorum is not present, or if during a General Meeting a quorum ceases to be present, the General Meeting shall be adjourned to such time and place as Council shall decide. If at such adjourned General Meeting a quorum is not present, those

Voting Members who are present and entitled to vote shall be a quorum and may transact the business for which the General Meeting was called. No notice of any adjourned meeting need be sent out to any member.

#### **CHAIRING OF GENERAL MEETINGS**

41. The Chair of Council shall be entitled to take the chair at every General Meeting. If there is no such Chair or he is not present within 15 minutes after the appointed start time for the General Meeting or is not willing to take the chair then:
- (a) The Chair Elect or Past Chair may take the chair; or
  - (b) if the Chair Elect or Past Chair is not present or declines to take the chair, the Voting Members present and entitled to vote shall choose another member of Council to chair the General Meeting; or
  - (c) if no member of Council is present or all members of Council present decline to take the chair, the Voting Members present and entitled to vote shall choose one of their number or the President of the College to chair the General Meeting.

#### **VOTING AND DECISION MAKING AT GENERAL MEETINGS**

42. Every resolution put to a General Meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is duly required. Subject to the provisions of the Companies Acts, a poll (i.e. a written vote) may be demanded:
- (a) by the chairman of the General Meeting; or
  - (b) by at least five Voting Members present in person or by proxy and entitled to Vote

provided that no poll may be demanded on the election of a chairman for a General Meeting or on a resolution to adjourn a General Meeting.

43. On a show of hands every Voting Member present in person or by proxy shall have one vote. On a poll every Voting Member present in person or by proxy shall have one vote. In the case of an equality of votes the chairman of the General Meeting shall, both on a show of hands and on a poll, have a second or casting vote.
44. Any Voting Member who owes monies to the College whether in respect of an annual subscription or instalment thereof or otherwise, shall not be entitled to be present at a General Meeting or vote on any resolution, either personally or by proxy, including on a show of hands or on poll.
45. Unless a poll is duly demanded, a declaration by the chairman of a General Meeting that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
46. A demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the General Meeting. A demand so withdrawn shall not

invalidate the result of a show of hands declared before the demand was made. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.

47. A demand for a poll shall not prevent the continuation of a General Meeting for the transaction of any business other than the resolution on which the poll was demanded and shall be taken immediately.
48. No objection shall be made to the validity of any individual vote except at the General Meeting or poll at which such vote is cast, and every vote not disallowed at such meeting or poll shall be deemed valid. The chairman of the General Meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll demanded thereat.
49. The chairman of a General Meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

#### **APPOINTMENT OF PROXIES**

50. The appointment of a proxy shall be in writing signed by the Voting Member making the appointment or a duly authorised attorney for such Voting Member in the format as indicated in the By-Laws.
51. Any person may be appointed as a proxy including any person who is not a Voting Member.

#### **ELECTRONIC MEETINGS**

- 51A.1 The Council may decide to hold a general meeting including an Annual General Meeting either as physical meeting, an electronic meeting (virtual meeting) or a combination of the two (a hybrid meeting).
- 51A.2 Where electronic access to a general meeting is permitted the access must be via suitable electronic means agreed by the Council, and Voting Members accessing the meeting electronically must be able to hear the chair of the meeting speak and have the ability to vote on any resolutions at the meeting in order to form part of the quorum. For the avoidance of doubt, members shall be entitled to vote at general meetings (whether hybrid or virtual only) in real time i.e. at the general meeting itself.
- 51A.3 Where an electronic only meeting is to be called the College shall not be required to specify in the notice of the general meeting the place of the meeting, but it must provide sufficient information to allow Voting Members to access the meeting.
- 51A.4 If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Council decides that it is impracticable or unreasonable to hold (i) the physical meeting at

the declared place or (ii) the electronic meeting on the electronic platform specified in the notice, and/or at the specified date and/or time, or the Council decides that it is more appropriate, it may change the place and/or electronic platform and/or postpone the date and/or time at which the meeting is to be held. If such decision is made, the Council may then change the place and/or the electronic platform and/or postpone the date and/or time again and if it decides that it is reasonable to do so.

- 51A.5 All resolutions put to the Voting Members at electronic general meetings shall be voted on by a poll. Such poll votes may be cast by such electronic means as the Council in its sole discretion deems appropriate for the purposes of the meeting.
- 51A.6 All other provisions set out in these Articles in respect of the calling and holding of the general meeting, to include but not limited to, the quorum for the meeting, proxy voting, chairing of the meeting and the procedures to be followed at electronic only or hybrid meetings shall still apply save as amended by Article 51A.
- 51A.7 If a Voting Member, due to technological failings, is unable to attend a general meeting electronically or is only able to attend part of the general meeting, this shall not invalidate the meeting. The chair of the meeting shall however have the discretion to adjourn the hybrid or electronic meeting if such technological failings in their opinion substantially affect the holding of the meeting. All business conducted at the general meeting up to the time of adjournment shall be valid. If the meeting is so adjourned the Council shall determine the new date for the meeting.
- 51A.8 The Council may make any arrangement and impose any requirement or restriction as is necessary to ensure the identification of those taking part in any electronic or hybrid general meeting and the security of the electronic communication and which is proportionate to those objectives. In this respect the Council is able to authorise any voting application, system or facility for electronic meetings as it sees fit.
- 51A.9 The Council may take reasonable measures and may make such By-Laws as it deems necessary, relating to the holding of electronic and hybrid general meetings from time to time. Such By-Laws may include, but are not limited to including, provisions relating to etiquette and communication in meetings and voting in meetings.

#### **CONSTITUTION OF COUNCIL**

52. Council shall consist of not less than 15 and not more than 24 persons, being Voting Members. From the College's 2020 Annual General Meeting Council shall consist of not less than 12 and not more than 15 persons, being Voting Members.

#### **RETIREMENT OF COUNCIL MEMBERS AND ELECTIONS TO COUNCIL**

53. Subject to Article 57(b), at the Annual General Meeting to be held in every year, one third of the members of Council shall retire from office. If the number of Council members to retire is not a multiple of three, then the next higher whole number nearest one third, shall retire from office. Subject to the provisions of these Articles retiring Council members shall be eligible for re-election provided that as from the

College's 2020 Annual General Meeting such eligibility for re-election shall not apply to those persons who have served more than three terms in total. For the avoidance of doubt, any person who has as at the 2020 AGM already served three terms on Council will serve out the remainder of their office before retiring from the Council. In the case of a Chair, Chair Elect or Past Chair, the provisions of Article 53(b) will apply.

The process of calculating one third shall be as follows:

- (a) For the purposes of calculating how many Council members need to retire, all Council members will be included, including those holding the post of Chair, Chair Elect or Past Chair, unless subject to Article 53(b). For example, where there is a total of 15 Council members, including one Chair Elect and one Chair, five will need to retire.
  - (b) In the event that a Chair Elect, Chair or Past Chair is required to retire in order to comply with the Trade Union and Labour Relations (Consolidation) Act 1992 (as amended), that person shall count as a retiring Council member for the purposes of achieving one third, but the total number of people required to retire shall still be calculated in accordance with (a) above. For example, where there is a total of 15 Council members, including one Chair Elect and one Chair, if the Chair is required to retire, four other Council members will also need to retire.
54. Subject to the requirements of the Trade Union and Labour Regulations (Consolidation) Act 1992 (as amended), the members of Council to retire in every year shall be those who have been longest in office since their last election. In the case of those who became members of Council on the same day it shall (unless they agree otherwise among themselves) be determined by lot. For the avoidance of doubt, any time spent as Chair Elect, Chair or Past Chair shall be included when calculating who has been longest in office since their last election
55. The following provisions shall apply to the election of new members of Council in place of retiring members or to fill up any other vacancies on Council (subject to the maximum fixed by Article 52) as well as to the re-election of retiring members of Council:
- (a) the only persons who shall be eligible for election as members of Council shall be Voting Members who comply with the relevant provisions of the By-Laws for being eligible for election;
  - (b) all Voting Members of the College shall be eligible to vote in all elections of members of Council;
  - (c) the elections shall be conducted by ballot in accordance with the Trade Union and Labour Relations (Consolidation) Act 1992 (as amended) and shall take effect as from the close of the next Annual General Meeting; and
  - (d) Council may from time to time make, alter and repeal By-Laws for the purpose of regulating the procedure applicable to such elections.
56. If in any election of members of Council, the places of any of the retiring members of Council are not filled up, those retiring members as are willing to do so shall, subject

to the provisions of the Trade Union and Labour Relations (Consolidation) Act 1992 (as amended), fill such places by continuing in office until the close of the Annual General Meeting in the following year. If the number of retiring members who are so willing exceeds the number of places that are not filled up then the retiring member or members who is or are to continue in office shall (unless otherwise decided by the Council) be determined by lot.

### **CHAIR ELECT, CHAIR AND PAST CHAIR**

#### **Appointment**

57. (a) The Council shall appoint a Chair Elect, Chair and Past Chair in accordance with the following procedure:
- (i) every other year, at the first meeting of Council after the Annual General Meeting, the Council shall appoint one of their number as Chair Elect. This appointment shall take effect from the end of the Council meeting and the appointed person shall hold this post until he ceases to do so in accordance with these Articles;
  - (ii) at the end of the first Council meeting after the Annual General Meeting in the year after his appointment as Chair Elect, the Chair Elect shall automatically become the Chair of the Council without a need for a further appointment by the Council members, and shall hold the post of Chair until he ceases to do so in accordance with these Articles;
  - (iii) at the end of the first Council meeting after the Annual General Meeting in the second year after he became the Chair, the Chair shall automatically become the Past Chair without a need for a further appointment by the Council members, and shall hold the post of Past Chair until he ceases to do so in accordance with these Articles;
  - (iv) at the end of the first Council meeting after the Annual General Meeting in the year after he became the Past Chair, the Past Chair shall automatically cease to be the Past Chair, but shall remain on the Council until he ceases to be a Council member in accordance with these Articles.
- (b) Subject to the provisions of the Trade Union and Labour Relations (Consolidation) Act 1992 (as amended), a Council member who holds the post of Chair Elect or Chair need not retire and stand for re-election under Article 53 while holding such a post, unless this will cause him to be on the Council for more than five years without being re-elected. Where this is the case, he must retire and may be re-elected to the Council in accordance with these Articles.
- (c) The Council may make, alter and repeal By-Laws for the purpose of regulating the role of the Chair Elect, Chair and Past Chair.
- (d) With the exception of Article 57(b), for the purpose of this Article 57, a year shall mean the period 1 January to 31 December.

#### **Cessation**

58. (a) A Council member will cease to be a Chair Elect, Chair or Past Chair (as appropriate) if he:
- (i) ceases to be a Council member;
  - (ii) is removed from the post of Chair Elect, Chair or Past Chair by a resolution of the Council; or

(iii) resigns from the post of Chair Elect, Chair or Past Chair by notice in writing to the Secretary.

(b) the event that a Council member ceases to hold the post of Chair Elect before the end of the term specified in Article 57(a), the Council shall select one of their number to replace him for the remainder of his term as Chair Elect. That person shall then go on to become Chair and subsequently Past Chair in accordance with Article 57(a) as if he had served a full term as Chair Elect.

(c) In the event that a Council member ceases to hold the post of Chair before the end of the term specified in Article 57(a) he shall be replaced by the Chair Elect or the Past Chair, as relevant in that year, for the remainder of his term as Chair. If that person is the Chair Elect they then go on to serve for a further full term as Chair. That person shall then go on to become the Past Chair in accordance with Article 57(a).

In the event that there is no current Chair Elect or Past Chair to appoint in accordance with this Article, Council shall elect an Interim Chair, who will hold the position for the remainder of that year.

(d) In the event that a Council member ceases to hold the post of Past Chair before the end of the term specified in Article 57 he shall not be replaced.

#### **APPOINTMENT OF SECRETARY**

59. The Secretary shall be appointed by the Council and shall report to the Chair of the Council for such term, at such remuneration (if any) and upon such conditions as Council may think fit; and any Secretary so appointed may be removed by Council.

#### **APPOINTMENT OF PRESIDENT**

60. Council may appoint any person (who need not be a Voting Member) to be the President of the College, the role description and terms of office to be determined by Council and detailed within the By-Laws. Any such appointee will only be entitled to vote at General Meetings if they are a Voting Member.

#### **APPOINTMENT OF HONORARY VICE PRESIDENTS**

61. Council may at any time award a retiring member of Council who has given meritorious and distinguished service to the College or a Retired Member who has given such service to the College as an Honorary Vice-President of the College. This status will not increase or otherwise affect the voting or other rights of the relevant Voting Member or Retired Member. The role description for such role shall be determined by Council and detailed within the By-Laws.

#### **CESSATION OF COUNCIL MEMBERSHIP**

62. A member of Council shall cease to be a member of Council in the following circumstances:

- (a) where the member retires in accordance with Article 53 or 57(b) without being re-elected;
- (b) where the member resigns by notice in writing to the Secretary;



- (c) where the member becomes bankrupt or makes any arrangement or composition with creditors generally;
  - (d) where the member is imprisoned;
  - (e) where the member is absent from meetings of Council or from committees of Council of which he is a member for a period of at least six consecutive months without the specific approval of the Chair or the member breaches any provision of the Articles or breaches his duties as a member of Council and in any such case Council passes a resolution that he should cease to be a Council member;
  - (f) where the member ceases to be a Voting Member, or is suspended or excluded for any period from the privileges of Voting Membership;
  - (g) where at a meeting of Council specially convened for that purpose at which not less than one-half of all the members of Council are present, a resolution is passed by a majority of not less than 75% that it is in the best interests of the College that the member should cease to be a Council Member provided that the Council member in question is given notice of the meeting and the opportunity to attend such meeting and give his reasons for remaining as a Council member. A Council member who is removed under this provision shall not be eligible to be a Council member for three years from the date of the order for their removal;
  - (h) where the member ceases to be a member of Council by virtue of any provision of the Companies Acts or becomes prohibited by law from being a director of a company;
  - (i) where an ordinary resolution is passed at a General Meeting removing the member from office in accordance with the Companies Acts; or
  - (j) where the member becomes employed by the College.
63. The continuing members of the Council may act notwithstanding any vacancy in their body, provided that if the number of Council members falls below twelve, Council may only act for the purpose of holding elections to fill the vacancy on Council.

## **FUNCTIONS AND POWERS OF COUNCIL**

### **General Powers**

64. Subject to the provisions of the Companies Acts, the Articles of Association and to any directions given to Council by the College in General Meeting, the affairs of the College shall be managed by Council which may exercise all the powers of the College provided that no alteration of the Articles and no such direction shall invalidate any prior act of Council which would have been valid if that alteration had not been made or that direction had not been given and that any such direction does not conflict with the fiduciary and statutory duties of Council members, whether under Chapter 2 of Part 10 of the Companies Act 2006 or otherwise.

### **Trade union affairs, by-laws and code of conduct**

65. Notwithstanding Article 64 above, the Council shall have the following specific responsibilities and powers:
- (a) to conduct of the affairs of the College as a Trade Union;

- (b) to make, alter and repeal By-Laws, rules and regulations for the better and more convenient government and management of the College, the proper carrying out of its Objects and the maintenance of its status and that of the profession of podiatry;
- (c) to make, alter and repeal By-laws, rules and regulations for regulating the training and examination of candidates for admission to the College, the recognition of Schools and Teachers of Podiatry, for determining the examination fees payable by such candidates, the times and places at which examinations are to be held, the subjects which are to be comprised therein, the persons who may be admitted as candidates thereat, and the distinctions (if any) to be granted to successful candidates;
- (d) to publish a code of conduct that shall be adhered to by members of the College in the context of their professional activities and to determine appropriate sanctions for breaches of the code;

provided that no By-Law, rule, regulation or provision within the code of conduct may conflict with these Articles and where it conflicts with these Articles it shall not be effective and provided further that no By-Law, rule, regulation or provision of the code of conduct shall be made or so altered under this power which would amount to an addition to or alteration of these Articles.

#### **Formation of Groups and Branches**

66. Council shall have the power to pass resolutions appointing groups, Branches or regional committees, and authorising and approving changes in the names of any groups, Branches or regional committees, provided that:
- (i) no group, Branch or regional committee shall have power itself to admit Fellows and Members;
  - (ii) no group, Branch or regional committee shall have power to undertake anything appertaining to the general business of the College without first consulting and obtaining the approval of Council; AND
  - (iii) every group, Branch and regional committee shall follow in all cases the ruling of Council.

#### **The College Of Podiatry Trust**

67. The College of Podiatry is the sole member of The College of Podiatry Trust. In accordance with The College of Podiatry Trust's Articles of Association, by virtue of its sole membership of The College of Podiatry Trust, the College shall have the power to determine the make-up of The College of Podiatry Trust. The College will also have the power to amend the Articles of Association of The College of Podiatry Trust, subject to any legal or regulatory restrictions.

#### **Prizes, scholarships and exhibitions**

68. Council may employ any part of the funds of the College in the provision of prizes, medals, scholarships or exhibitions.

#### **Library**

69. Council may employ any part of the funds of the College in the provision and maintenance of a library containing a suitable collection of books, reports, statistics,

papers, instruments, materials and other things of interest to the professions of Chiropody and Podiatry, and may from time to time make, revoke and alter rules and regulations relating to the library.

**Appointment of agents and attorneys**

70. Council may from time to time appoint any one or more of their body to act as attorney, either generally or specially, with such powers and for such period as may be determined. Council may, by power of attorney or otherwise, appoint any person to be the College's agent with such powers, in relation to such matters and on such conditions or subject to such restrictions as they think fit and unless otherwise approved by Council any agent so appointed shall not be authorised to delegate any of his powers.

**Reserve fund**

71. A reserve fund shall be kept as a separate fund in such investments as Council may determine and shall only be drawn upon and used to meet the costs and expenses of any measures, proceedings or purposes which Council may declare to be necessary or expedient for the protection or benefit of the College or its property, or the general welfare of the College or its members or of podiatrists generally.

**PROCEEDINGS OF COUNCIL**

72. The members of Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Five members of Council shall be a quorum. Council meetings may be held in person, by telephone, or by suitable electronic means agreed by Council in which all participants may communicate with all other participants.
73. Meetings shall be held as fixed by Council from time to time, but so that not normally more than four months shall elapse between any two consecutive meetings. The Chair of Council or any five members of Council or the chief executive of the College may call an extra meeting of Council if required.
74. Questions arising at any meeting shall be decided by a majority of votes, and in the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
75. The Chair of Council shall be entitled to take the chair at every meeting of Council, but if at any meeting the Chair of Council is not present at the time appointed for holding the meeting or is not willing to take the chair, the Chair Elect or Past Chair shall chair the meeting, but if neither the Chair Elect nor the Past Chair is present at the time appointed for holding the meeting or neither is willing to take the chair, the members of Council present shall choose one of their number to chair the meeting.
76. Subject to these Articles, a meeting of Council at which a quorum is present shall be competent to exercise all of the authorities, powers and discretions vested in Council, whether pursuant to these Articles or otherwise.
77. A written resolution signed by all members of Council who are at the date of the resolution in the United Kingdom (which may consist of several documents in like

form each signed by one or more members of Council) or a resolution to which all such members of Council have assented by e-mail communication to the Secretary shall be as valid and effective as if it had been passed at a duly convened Council meeting.

#### **COMMITTEES OF COUNCIL**

78. Council may delegate any of their powers to a person and/or a member of Council and/or committees consisting of such persons as agreed by Council and the following provisions shall apply to all such committees:
- (a) they shall, in the exercise of the delegated powers, comply with any requirements imposed by Council from time to time;
  - (b) the Chair of Council for the time being shall be an *ex-officio* member;
  - (c) if authorised by Council they may co-opt further persons;
  - (d) if authorised by Council they may co-opt as specialist advisers such persons as they may think fit, but no person co-opted as an adviser shall have any right to vote at committee meetings;
  - (e) unless otherwise determined by Council, two members shall be a quorum for any committee consisting of two or more members;
  - (f) any occasional vacancy may be filled by Council appointing a replacement person who shall, in all respects, stand in the place of his predecessor and in the meantime the continuing members may act notwithstanding the vacancy
  - (g) all committees are subject to and report to the Council.

#### **CONFLICTS OF INTEREST**

79. A member of Council or of a committee of Council shall not vote at any meeting on, or be counted in the quorum in respect of, any resolution concerning a matter in which the member has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the College (and for the purposes of this Article a member of Council who is an employer of a Podiatrist or who is a representative of any association of such employers shall be deemed to have a material interest which may conflict with the interests of the College in the case of a resolution that relates to the regulation of relations between employed Podiatrists and their employers or associations of those employers) save that:
- (a) if a question arises at a meeting of Council or of a committee of Council as to the right of a member thereof to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any member other than himself or herself shall be final and conclusive; and
  - (b) a member of Council may vote on, and count towards the quorum in respect of, a resolution to approve any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the members of Council.
80. Without prejudice to Article 79 above, where the duty of a member of the Council under section 175(1) of Companies Act 2006 to avoid conflict of interest would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if:

- (a) the matter in relation to which that duty exists has been proposed to the Council at a meeting of the Council and has been authorised by them;
- (b) any requirement as to the quorum of such meeting is met without counting the Council member in question, or any other interested Council member; and
- (c) the matter was agreed to without any such Council member voting, or would have been agreed to if the vote of any such Council member had not been counted.

For the avoidance of doubt, authorisation by the Council shall not be necessary where the duty under section 175(1) Companies Act 2006 would not be infringed, including where a conflict or potential conflict may be avoided by following the procedure set out in Article 79, or is otherwise permitted under these Articles.

81. Subject to the provisions of the Companies Acts and to compliance with Article 79 and the restrictions contained in the Articles of Association, in particular the provisions under Article 8, a member of Council or of a committee of Council may be remunerated for services provided to the College or otherwise be a party to or interested in any transaction or arrangement with the College.

#### **DEFECTS IN APPOINTMENTS**

82. All acts done by any meeting of Council or of a committee of Council or by any person acting as a member of Council or such committee shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of Council or such committee, even if it is afterwards discovered that there was some defect in the appointment or continuance in office of such members or persons, or that they were disqualified from acting in such a capacity.

#### **MINUTES OF COUNCIL MEETINGS**

83. Minutes shall be kept of the proceedings at all General Meetings, Council and Committee meetings including the names of the members and other persons present at such meetings, appointments and resignations of Council members and of the Secretary. The minutes shall be presented to the next General Meeting, Council or Committee meeting and if approved shall be signed by the chairman of that meeting.

#### **ACCOUNTS**

84. Council shall ensure that the College complies with the provisions of the Companies Acts and the Trade Union and Labour Relations (Consolidation) Act 1992 (as amended) as to the keeping of accounting records, auditing of the College's accounts, laying annual accounts before a General Meeting and enabling inspection of accounting records by members of Council and members of the College.

#### **NOTICES**

85. The College may give any notice to a member either:
- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at the address held on the College database; or

- (c) by sending it by e-mail to the e-mail address held on the College database (and in these Articles “address” in relation to notices or other communications includes such an address). This is subject to the member having consented to receipt of communications in this way, where this is a legal requirement; or
- (d) in accordance with the provisions for notice on a website set out in Article 86 below.

A member whose normal postal address is not within the United Kingdom shall only be entitled to a postal notice if they provide the College with a postal address within the United Kingdom. This does not preclude that member receiving notices in accordance with Article 85(c) and (d) above.

- 86. Where a member has given written consent, or has given deemed consent in accordance with the Companies Acts, to receiving notices from the College by means of a website, notice will be validly given if the College sends that member a notification informing him that the documents forming part of the notice may be viewed on a specified website. The notification must provide the website address and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.
- 87. Proof that an envelope containing the notice was properly addressed, prepaid and posted (in the case of a notice sent by post) or was sent in accordance with current guidance issued by the Institute of Chartered Secretaries and Administrators (in the case of a notice sent by e-mail) shall be conclusive evidence that the notice was given.

#### **INDEMNIFICATION AND INSURANCE OF COUNCIL AND OFFICERS**

- 88. Subject to the Companies Acts a member of Council or of any committee appointed by Council and any other officers for the time being of the College acting in relation to any of its affairs shall be indemnified out of the College’s assets against any expenses which such persons incur in connection with:
  - (a) civil proceedings in relation to the College (unless judgment is given against them and the judgment is final);
  - (b) criminal proceedings in relation to the College (unless they are convicted and the conviction is final); or
  - (c) any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the College (unless the court refuses to grant them relief, and the refusal is final);and for the purposes of this Article a judgment, conviction or refusal of relief becomes final if the period for bringing an appeal (or any further appeal) has ended and any appeal brought is determined, abandoned or otherwise ceases to have effect.
- 89. Subject to the Companies Acts, Council may decide to purchase and maintain insurance, at the expense of the College, for the benefit of members of Council or

committees appointed by Council and any other officers for the time being of the College in respect of any loss or expenditure which has been or may be incurred by them in connection with their duties powers or responsibilities in relation to the College.

#### **OFFICES INCLUDING THE TITLE DIRECTOR**

90. Council, or any duly authorised committee of Council, may appoint any person to any office or employment with the College having a designation or title including the word director or may attach to any existing office or employment with the College such a designation or title and in either case:
- (a) Council may terminate any such appointment or the use of any such designation or title;
  - (b) the inclusion of the word director in such designation or title shall not imply that the holder is a director of the College, nor shall the holder thereby be empowered in any respect to act as, or be deemed to be, a director of the College.

#### **MEMBERS' FORUM**

91. A Members' Forum will meet biennially (in odd years) to bring together the Branches and other groups of the College and to discuss issues pertinent to the College. The provisions relating to the Members' Forum shall be detailed in the By-Laws.

# THE COLLEGE OF PODIATRY

## BY-LAWS

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October 2020



## BY-LAWS

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# BY-LAWS

## PRELIMINARY

1. IN these By-laws and its Schedules where the context so admits:-
  - (a) "The Articles" means the Articles of Association of the College.
  - (b) "Branch" means a group of Fellows and Members residing in or practicing in a defined area or district as Council shall determine.
  - (c) "These By-laws" means these By-laws and every alteration thereof or addition thereto made pursuant to the Articles and these By-laws and for the time being in force.
  - (d) "Chiropodist" or "Podiatrist" are synonymous terms meaning a person qualified to practice the profession of podiatry and registered as such with the HCPC.
  - (e) "Chiropody" and "Podiatry" are synonymous terms and comprise the diagnosis and treatment of diseases and disorders of the feet and lower limb following a syllabus of training which may be approved by the regulatory authority, the Health and Care Professions Council (HCPC), or the College.
  - (f) "The College" means "The College of Podiatry.
  - (g) "The Corporate Governance" means the document detailing the Corporate Governance of the College, which forms part of the governing documents of the College.
  - (h) "The Council" means the Council, who are the company directors of the College.
  - (i) References to Fellows, Members, members and meetings are to be construed as having reference to Fellows, Members, members, and meetings of the College.
  - (j) "Faculty" means a faculty, which has terms of reference and a composition agreed by Council, which represents a discrete cognate field which supports distinct educational and practice categories within the College.
  - (k) "Month" means calendar month.
  - (l) "Student" means a student registered on a programme of study leading to HCPC registration as a podiatrist and accredited by the College.
  - (m) "In writing" means written by hand, printed or electronic format.
  - (n) The masculine gender includes the feminine and other genders.
  - (o) Words indicating the singular number include the plural number and vice versa.
2. These By-laws shall be used in the cases to which they are applicable. Alterations which may be made by the Council shall not be inconsistent with the provisions of the Articles. Where a conflict with the Articles inadvertently occurs, the Articles shall take precedence.

## FELLOWSHIP

3. A candidate for election as a Fellow of the College must show to the satisfaction of the College that he has met the requirements and passed any examinations for Fellowship as laid down by the College and detailed within Schedule A and subject to By-Law 4(c).

## MEMBERSHIP

4. A candidate for admission to Membership of the College as a Member will be subject to the following requirements:
  - (a) Council may, without giving any reasons, require any applicant for admission as a Voting Member or a Non-Voting Member to satisfy Council or a committee

appointed by Council for that purpose that they are in all respects a fit and proper person to be admitted to membership of the College in the relevant category.

- (b) Council shall have absolute discretion in determining whether or not to admit any applicant who is eligible for admission either as a Voting Member or a Non-Voting Member. Its decision shall be final and no reasons need be given by Council for any such decision.
  - (c) A person may only be admitted as a Fellow subject to By-Law 3 above, if Council approves such admission by a majority vote.
  - (d) The application for membership must be in writing on the form prescribed and the candidate must agree to the undertakings contained in such form.
  - (e) No person shall be admitted as a Voting Member or Non-Voting Member without having completed an application for membership in such form as prescribed by Council together with such undertaking regarding their future conduct as members of the College as may be prescribed by Council.
  - (f) Following their admission, Council may issue certificates of membership to Voting Members and Non-Voting Members in such form and on such basis as it decides.
- 5. Council shall have the power to approve Members in accordance with the Articles.
  - 6. A candidate will be put forward for approval by Council as soon as possible after the receipt of his application.
  - 7. A candidate shall be admitted as a Member (subject to the discretion of the Council under the Articles) on payment of such annual subscription or proportion thereof as may from time to time be prescribed by Council and provided that he has fulfilled any criteria as may be prescribed by Council.
  - 8. Until admitted a Candidate shall not be entitled to exercise any of the rights or privileges of a Member. If any Voting Member or Non-Voting Member shall fail to pay their subscription within 14 days of their admission to membership, their admission shall be void if Council so resolve.

#### **NON-PRACTISING MEMBERS**

- 9. A Fellow or Member not currently in practice may, if the Council so approve, register as a non-practising member of the College on payment of the relevant fee, subject to such Fellow or Member giving an undertaking in the form prescribed to refrain from practising chiropody or podiatry, displaying a name-plate or making any public announcement referring to the practice of chiropody or podiatry whilst so registered.

In the event of a Member registered as not being in practice resuming practice, such Member will be required to pay the balance of the full subscription for the year in which resumption of practice takes place.

## **REGISTER OF MEMBERS**

10. The name of every Fellow and Member shall be entered in a Register of Fellows and Members to be kept by the Chief Executive for that purpose. The Register of Fellows and Members shall for all the purposes of the College be deemed to contain a correct list of the Fellows and Members.

## **RETIRED MEMBERS ROLL**

11. A Fellow or Member of the College ceasing practice who has reached the age of sixty five years, or who has been in practice as a Member of the College for more than twenty-five years, be eligible for inclusion on a Retired Members Roll. Fellows or Members applying for entry on this Roll must not have any financial or administrative position in a chiropody or podiatry service. The College will also consider applications for inclusion as a Retired Member on the grounds of medical retirement from Members in good standing (either practising or non-practising) irrespective of age or years of membership.

Fellow or Member of the College ceasing practice who has reached the age of sixty-five years, or who has been in practice as a Member of the College for more than twenty-five years, be eligible for inclusion on a Retired Members Roll without payment of subscription. Fellows or Members applying for entry on this Roll must not have any financial or administrative position in a chiropody or podiatry service.

A former Fellow or Member whose name is entered on the Retired Members Roll is permitted to attend Branch meetings, but may not be a member of any Branch. He shall, however, shall be entitled to receive without charge, and subject to their availability, copies of the College journals, as are circulated to Fellows and Members, subject to making a request in writing therefore, such request to be renewed annually.

Council may remove a former Member or Fellow from the Retired Members Roll if Council passes a resolution upon such grounds as Council, in its absolute discretion, considers to be sufficient justification, terminating the membership of the Retired Member in question (including that he has ceased to be sufficiently engaged in or connected with the profession of podiatry) provided that before passing the resolution (such resolution to be as permitted by and in accordance with the Code of Conduct) the Retired Member in question shall be given the opportunity to attend the meeting of Council at which the resolution is proposed to be passed and to be heard in his defence.

## **CHAIR ELECT, VICE-PRESIDENTS AND PRESIDENTS**

12. The role descriptors for the Chair Elect and Vice-Presidents are detailed in Schedule B.
13. Council shall determine the term of office of Presidents and Vice-Presidents and Council may remove a President or Vice-President if they do not believe that their continuance in such role is in the best interests of the College.
14. The Chair Elect (see Article 57) and Vice-Presidents are elected according to the procedure in Schedule C.

15. **HONORARY VICE-PRESIDENTS**

Honorary Vice-Presidents of the College as determined by the Articles are deemed to be fully paid-up members of the College.

16. **APPOINTMENT OF A PROXY AT GENERAL MEETINGS**

The arrangements for General Meetings are detailed in the Articles. The appointment of a proxy, under Article 50, is as follows:

The instrument appointing a proxy shall be in writing signed by the Voting Member making the appointment or a duly authorised attorney for such Voting Member and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which Council may from time to time approve):

*"I appoint the following person to act as my proxy and to vote for me and on my behalf in the manner set out below at the General Meeting of The College of Podiatry to be held on [DATE and YEAR] at [TIME] and at any adjournment of that General Meeting*

*Name of proxy:*

*Voting instructions:*

<i>Resolution</i>	<i>For</i>	<i>Against</i>	<i>Vote Withheld</i>	<i>Vote To Be Cast At Discretion Of Proxy</i>

*Signed: ..... Date: ....."*

Any person may be appointed as a proxy including any person who is not a Voting Member.

- 18. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the death of the appointing member or the revocation of the proxy, unless notice in writing of the death or revocation has been received at the registered office of the College before the relevant General Meeting.

**EXAMINERS**

- 19. The College shall be responsible for appointing suitably qualified individuals to examine candidates for Associate Membership, Membership or Fellowship of the College, where relevant. Through the process of accreditation, the College may delegate that responsibility to an educational institution but in all other circumstances the College will retain overall responsibility.

(a) Each Faculty will be responsible for nominating examiners who will be appointed, normally, for a period of three years, the term of office being renewable where

appropriate.

- (b) Unless otherwise approved by the College, examinations will be conducted under the auspices of the Clinical Senate, and administrative arrangements for examinations shall be the responsibility of the Clinical Leadership and Education Directorate.

#### **THE ACCREDITATION OF EDUCATIONAL PROVISION AT SCHOOLS OF PODIATRY**

20. The College shall make and keep a register of schools which comply with published accreditation criteria approved by the College for the purposes of pre-registration education and training, and other post-registration educational purposes.
21. The College shall appoint a Committee of Education which shall be responsible to the College for the formulation of undergraduate educational policy and such matters as necessarily appertain thereto. The Clinical Senate will determine the rules governing the composition and operation of the Committee, subject to Council approval
22. The College shall appoint a Clinical and Academic Governance Committee which will make recommendations to the College on the accreditation of programmes of study operated at Schools of Podiatry, in accordance with requirements determined from time to time by the Council.
23. The College shall appoint a Faculty of Podiatric Medicine, which shall be responsible to the College for the formulation of postgraduate and continuing professional development policy, the preparation of syllabi of education and training and the administration of any examination system and such matters as necessarily appertain thereto other than that relating to podiatric surgery. The Clinical Senate will determine the rules governing the Faculty, subject to Council approval.
24. Council shall have power to remove from the register of recognised schools any school which, in its opinion, does not conform to its requirements.
25. Before removing a school from the register of recognised schools the College shall inform the authorities of such school in writing of the grounds upon which it is proposed to take action and shall give them full opportunities of being heard in defence,

#### **EXAMINATIONS**

26. The College may make Rules and Regulations as to the conditions of admission to examinations, the subjects of examinations, the dates when and the place where such examinations shall be held.
27. To secure the maintenance of the necessary standard of proficiency such number of inspectors as may be determined shall be appointed by the Committee of Education.
28. External examiners shall be responsible for the conduct of any examinations which they attend and it shall be their duty to report in writing to the Council on each such examination. The Council shall forward a report in respect of each examination to the Head of Programme of the school concerned.

29. The College shall be responsible for the payment of the examining fees and out-of-pocket expenses (according to the scale of fees and expenses currently in force) of all external examiners and inspectors appointed by the College for the various professional examinations. The College shall also be responsible for arranging for the drafting and printing of the question papers.
30. Students should be registered with the College within one month of commencement of their course of training on the appropriate form.

#### **ETHICAL RULES**

31. Membership of the College incurs an obligation to uphold the good name of the profession, to promote its standing and usefulness to the public. The conduct of Fellows and Members shall at all times be both becoming and creditable to the profession.
32. The Council has laid down a Code of Conduct for the guidance of members which they must observe in the conduct of their professional life. Members should acquaint themselves with the Code and should seek advice through the Chief Executive before taking any action which might be considered professional misconduct.

#### **EMPLOYEE REPRESENTATION**

33. Members of the College are encouraged to take part in the College's trade union activities by joining relevant committees, networks and by holding positions as workplace representative. The only exception to this is where there is a conflict of interest in a member holding the position of a trade union representative whilst also undertaking their day-to-day role as a manager or employer.

#### **BRANCHES, GROUPS AND FACULTIES**

34. Council shall form a Branch in any area or district where in their opinion the number of Fellows and Members residing or practising therein is such as to warrant the formation of a Branch.
35. Council shall form a group or Faculty where, in their opinion, the number of Fellows and Members practising in a particular specialty is such as to warrant the formation of such a group or Faculty, whether by specification in these By-Laws, the Regulations and Rules of the College affecting such groups and Faculties or otherwise.
36. Every Fellow or Member shall have the right to join and remain a Member of any group, Faculty or Branch, subject to the relevant eligibility and compliance with the rules of such group, Faculty or Branch.
37. No Branch, group or Faculty shall be formed without the previous consent of the Council, and the Council may from time to time make such rules and regulations as they shall consider necessary for the government and control thereof.
38. The rules adopted by Branches shall be based on the model terms of reference set out in Schedule D. The rules adopted by Faculties shall be set out in their terms of reference as agreed by Council.
39. The Council shall have the right to dissolve a Branch, group or Faculty for any of the

following reasons, namely:-

- (a) Non-compliance with the rules laid down by the Council;
  - (b) If the number of members of such Faculty, group or Branch falls below a number deemed by the Council to be viable;
  - (c) If for any other reason Council deems it desirable in the interest of the College generally.
40. The Council may annually make a grant for administrative purposes to each Branch, based on the membership of the Branch on 31<sup>st</sup> March of the relevant year.
41. Branches must comply with all accounting requirements laid down by the College.
42. Special Advisory Groups may apply to be affiliated to the Faculty of Podiatric Medicine, and to be represented on the Faculty Board in accordance with the Faculty rules. The funding and organisation of Special Advisory Groups shall be independent from the College, and the College shall bear no liability for their activities other than any undertaken on behalf of the College and approved by the Council.

#### **REGIONAL BRANCH COMMITTEES OF THE ENGLISH REGIONS, WALES, SCOTLAND AND NORTHERN IRELAND**

43. Committees of the English Regions, Wales, Scotland and Northern Ireland shall be set up in accordance with Schedule E of these By-laws. Each constituent Branch shall appoint annually a member (not being a member of the Council) to represent it on its Regional Branch Committee (RBC). Those members of the Council who are members of the constituent Branches shall be *ex-officio* members of the relevant RBC but without power to vote.

#### **MEMBERS' FORUM**

44. A Members' Forum will meet biennially (in odd years) to bring together the Branches and other groups of the College and to discuss issues pertinent to the College. The rules of the Members' Forum are detailed in Schedule F.

#### **ELECTION OF ACCREDITED STAFF SIDE REPRESENTATIVES, HEALTH AND SAFETY REPRESENTATIVES AND LEARNING REPRESENTATIVES**

45. The procedure for electing Accredited Staff Side Representatives, Health and Safety Representatives and Learning Representatives is laid out in the Trade Union Handbook (as amended).

#### **EXPENSES AND HONORARIA**

46. The Council may at its discretion authorise the payment of out-of-pocket expenses to members of the Council and of Committees and others who incur expenses whilst on College business and Council may make rules for payment to Council members of honoraria, subject to the Articles. The rules for payment of expenses to Council members the payment of honoraria are set out in the Expenses and Honoraria Policy. Subject to Article 8 of the Articles the members of Council may receive reasonable and proper remuneration in return for any services rendered to the College including without limitation for lecturing at courses or conferences organised by the College, acting as examiners or inspectors at examinations in podiatry held by or under the auspices of the College or writing articles in the College's journal.



### **ELECTION OF COUNCIL MEMBERS**

47. In accordance with the Articles the only person who shall be eligible for election as members of Council in place of retiring members of Council or to fill up any other vacancies on Council as well as to the re-election of retiring members of Council shall be Voting Members:
- i) whose candidature has been notified by them or by another Voting Member (who must have duly paid all annual subscriptions and other fees due to the College) by leaving at or sending to the registered office of the College, so that it is received at the registered office on or before the 15th day of December preceding the Annual General Meeting at which their election would take effect, a notice in writing duly signed, signifying their candidature for membership of Council or the intention of another Voting Member to propose them;
  - ii) who have duly paid all annual subscriptions and other fees due from them to the College;
  - iii) who at the time of notification under paragraph (i) are resident within the United Kingdom; and
  - iv) who have not been removed as a member of Council pursuant to Article 62(g) without a period of at least three years passing from the date of their removal.

### **RULES FOR REGULATING PROCEEDINGS**

48. The Council may from time to time rescind or alter these By-laws and may make, rescind or alter any other Rules, Regulations and Standing Orders for regulating the procedure of the College and of any Branch, group or Faculty, and the government of the members thereof and for calling of and procedure at meetings and elections for the service of Notices and for all other matters affecting the College. Provided always that no alterations of these By-laws and no such Rule, Regulation or Standing Order or alteration thereof shall be contrary to the provisions of the Articles.
49. An existing By-law, Rule, Regulation or Standing Order shall not be rescinded or altered and a new By-law, Rule, Regulation or Standing Order shall not be made except by a resolution of the Council.

### **CONSTRUCTION OF BY-LAWS**

50. In case any question shall arise as to the construction or operation of any By-law, Rule, Regulation or Standing Order the question shall be decided by a majority of the Council present and voting at the meeting to which such question is referred.

### **COPIES OF GOVERNING DOCUMENTATION**

51. The Articles, By-laws and Corporate Governance Documents shall be published in downloadable format on the College website.

## SCHEDULE A

### CRITERIA FOR FELLOWSHIP

#### PODIATRIC MEDICINE

The award of a Fellowship of the College of Podiatry in Podiatric Medicine is a grade of membership and not a qualification. It is achieved through making a successful application to a Panel appointed by the College.

Members will have fulfilled the following criteria in order to be able to apply for Fellowship to the Faculty of Podiatric Medicine:

- Member of the College for a minimum 7 years
- Subscription to the College is fully paid up to date
- Registered with the HCPC for a minimum of 7 years with no sanctions or conditions of practice
- No record of pending or upheld complaints

Members will then complete the application form, signed by an existing Fellow, in which they must demonstrate a *distinguished, significant and sustained contribution* to the Field of Podiatry.

The application is reviewed by a Fellowship panel who will determine the merits of each application and recommend the applicant for Fellowship to Council via the Clinical Senate. No member will become a Fellow without final ratification by the Council.

#### PODIATRIC SURGERY

Membership of the Faculty of Podiatric Surgery is open to members of the College of Podiatry who are formally registered with the College as training towards the Fellowship in Podiatric Surgery.

In order to achieve Fellowship of the Faculty, the member will need to fulfil the following criteria and *completed the final examinations approved by the College leading to election to Fellowship of the College*.

Members will need to fulfil the following

- Qualified Podiatrist from recognised school
- Member of the College of Podiatry
- Complete MSc in Theory of Podiatric Surgery (requirement from September 2019)
- Complete Objective Assessment of Podiatric Surgery (OAPS)
- Obtain a Training Post / Register as a Podiatric Surgical Trainee
- Complete Podiatric Surgical Training under the Direction of a Registered Podiatric Surgical Tutor
- Pass final Fellowship examination and been ratified by the Board of Examiners

No member will become a Fellow without final ratification by the Council.

## SCHEDULE B

### VICE PRESIDENT - Role description

#### **Purpose**

To support the Chair and promote the College's vision and strategic goals

#### **Accountability**

1. Elected by Council
2. Accountable to Council

#### **Activities**

1. Deputises for the Chair at external meetings and events as required
2. Acts as an advisor for the Chair
3. Acts as an advisor/mentor to prospective or new members of Council
4. Engages with members and provides a link between members and the Chair
5. Sits on appeal and enquiry panels for staff/members of Council as required

#### **Term of office**

The term of office will normally be two years, but members of Council with only one year remaining on Council are eligible to stand. The Chief Executive's office will keep a record of dates of election and terms of office.

The Council shall have the right to remove a Vice President at any time if they believe that their continuation in such role is not in the best interests of the College.

### CHAIR ELECT/PAST CHAIR - Role description

#### **Purpose**

To support and deputise for the Chair, and promote the College's vision and strategic goals

#### **Accountability**

1. Elected by Council
2. Accountable to Council

#### **Activities**

1. Deputises for the Chair at internal and external meetings and events as required
2. Acts as an advisor to the Chair
3. Mentors Chair (Past Chair)
4. Undertakes induction in preparation for Chairmanship which must include understanding the strategic priorities in the four UK countries (Chair Elect)
5. Sits on appeal and enquiry panels for staff/members of Council as required

#### **Term of Office**

Normally one year, subject to the provisions within the Articles.

## **PRESIDENT**

### **Role description**

#### **Purpose**

The Presidency of the College is an honorary position. The President provides advice, but does not take part in the day-to-day management of the organisation. He or she is normally chosen from outside the profession, being a pre-eminent member in the medical or political world.

#### **Accountability**

The President is selected by Council at the first meeting following the Annual General Meeting (AGM).

#### **Activities**

- The President presides at the Annual Dinner and at quasi-political activities organised by, or on behalf of the College.
- To ask parliamentary questions and intervene in relevant parliamentary debates.
- To attend official functions on behalf of the College.

#### **Term of Office**

The term of office is three years, renewable.

## **SCHEDULE C**

### **CHAIR ELECT AND VICE PRESIDENTS: ELECTION PROCESS**

#### **Introduction**

The Chair Elect is elected at the beginning of the Chair's second year of office. Vice Presidents are elected when the two year terms of office of incumbents expire.

The Chair Elect can be elected at any stage of his/her term of office on Council, subject to the requirements of Article 57. Members of Council with only one year of their term of office remaining are still eligible to stand for Vice President, but will hold office, if elected, for one year if not re-elected to Council at the end of their term.

Elections for the Chair Elect and Vice Presidents take place at the first Council meeting following the Annual General Meeting.

#### **Election Process**

The election process for the Chair Elect and Vice Presidents is the same.

- Approximately four weeks prior to the Council meeting, the Chief Executive will send a memorandum to Council advising of the up-coming election for the Chair Elect and/or a stated number of Vice Presidents.
- The memorandum will contain the role description for these offices.
- Those members wishing to be candidates will be invited to submit, by a date specified by the Chief Executive, a statement of no more than 500 words explaining why they wish to stand.
- The statements will be circulated in advance of the Council meeting with other Council papers.
- In the unlikely event of there being no candidate for the Chair Elect position or the Vice President positions, nominations can be taken from the floor at the Council meeting.
- In the event of there being more candidates than places, each candidate will be invited to make a brief address to Council, after which a secret ballot will be held.

## **SCHEDULE D**

### **REGULATIONS FOR THE FORMATION OF BRANCHES AND BRANCH RULES**

**CONDITIONS OF RECOGNITION:** Before the formation of any Branch of the College can be authorised by the Council, it will be necessary for the Fellows and Members interested, to present the rationale case satisfying the Regional Branch Committee and Council that the Branch will be viable and will not affect the viability of neighboring branches.

This will be done by the forwarding of an application to the Council, requesting permission to form the Branch, and accepting the Rules laid down in this Schedule. Following an application to the Council for recognition of a new Branch the College staff as appropriate, will make contact with the new Branch.

College staff shall advise the members of the new Branch upon the procedure in the election of the following temporary officials:- (a) Chairman; (b) Secretary; (c) Treasurer; each of whom shall hold office for three months or a period sufficient to cover the first three meetings, whichever shall be the longer.

On completion of this initial period, a report shall be sent to the Council on the progress made, whereupon the Council, if satisfied with the report, shall sanction the holding of the first General Meeting of the new Branch at which the Liaison Officer or Deputy shall be present, to elect Officers in accordance with Branch Rules.

College staff should maintain contact with the new Branch to give advice and assistance where necessary.

A contribution may be made to a Branch by the College in respect of the initial expenses of formation. Such payment will be made only upon receipt of an account of the expenditure properly incurred in the formation of the Branch.

#### **MODEL BRANCH RULES**

1. **NAME AND CONSTITUTION:** The Branch shall be called "The ..... Branch of The College of Podiatry", and shall be constituted in accordance with the provisions of the Articles of Association and By-laws, Rules and Regulations of The College of Podiatry, hereinafter called "the College".
2. **OBJECTS OF THE BRANCH:** The objects of the Branch shall be:-
  - (a) To foster friendly relations among members of the College and to promote interaction between members through the medium of debates, lectures and meetings.
  - (b) To exchange views on educational, social and economic subjects connected with the interests of the profession, and to further in every way possible the objects of the College.
  - (c) To carry out the policy of the College as formulated by the Council including the conduct of its affairs as a Trade Union.
  - (d) To undertake campaigns approved by the Council on behalf of the profession within the Branch area.

- (e) To further the interests and safeguard the welfare of members.
- (f) To elect a member to represent the Branch at the Members' Forum, in accordance with the rules in Schedule F.
- (g) To put forward proposals for the Members' Forum, in accordance with Schedule F.

3. MEMBERSHIP:

For the purpose of these rules, the word "member" shall (where the context permits) include "Fellow".

Any person who is a registered Fellow or member of the College is eligible for membership of the Branch. Members are allocated, by postcode, to their local Branch, but may attend any Branch. A member may not hold office in more than one Branch.

4. CESSATION OF MEMBERSHIP: Any Member ceasing to be a Fellow or member of the College shall cease to be a member of the Branch.

5. MANAGEMENT:

- (i) The Management of the Branch shall be vested in a Committee to be styled the Branch Committee, which shall be elected annually by the members entitled to vote and shall consist of a Chairman, Vice-Chairman, Secretary, Treasurer, and other members (being members entitled to vote). Two members shall be a quorum for a meeting of the Branch Committee.

In the event of a vacancy occurring in the Branch Committee, the members may, by a resolution passed at the next ordinary meeting of the Branch, elect one of their number to fill the vacancy.

Any member of the Committee who has a personal or business relationship with a person or organisation that does business, or is likely to do business, with the Branch should declare this for the minutes. They should not participate in any Branch committee discussions about such business.

- (ii) Powers of the Branch Committee.
  - (a) The Branch Committee shall transact all necessary business, arrange the programme of activities for the session, and arrange for the Annual Audit of Accounts of the Branch.
  - (b) Resolutions passed by the Branch Committee affecting the organisation or policy of the Branch must be submitted for approval to the members of the Branch at their next ordinary meeting.
  - (c) Resolutions to the Committees of the English Regions, Wales, Scotland and Northern Ireland: Branches may raise issues of concern at regional meetings and these may be taken forward as appropriate.

- (d) The Branch Committee shall appoint one of its members, normally the Chair, who is not a Council member, to the Committee of the English Regions, Wales, Scotland and Northern Ireland in which the Branch is grouped.
  - (e) No member of a Branch Committee who is an employer or a representative of an employers association may take part in any of the proceedings of the Branch when the activities of the College as a Trade Union are under consideration.
  - (f) The Branch Committee may co-opt any member of the Branch to serve on the Committee.
- (iii) If at any time the Branch shall in the opinion of the Council have become disorganised or inactive, or if a Branch Committee shall not be properly constituted, the Regional Branch Committee shall facilitate the restoring of the organisation and activity of the Branch, with the help of the Branches Co-ordinator. If order is not restored within the Branch, the matter will be referred to Council.
- (iv) Council may, under By-law 39, dissolve or wind up any Branch always providing two months' notice in writing is served upon the Branch. Any Branch so dissolved shall cease to be represented on the Committee of the English Regions, Wales, Scotland and Northern Ireland and all records and property of the Branch shall be forwarded to Headquarters. The accumulated Branch funds will be returned to the College for use in financing Branches. Members within that Branch will be allocated to neighboring Branches, by postcode, as determined by the Regional Branch Committee.
- (v) A Branch shall not be deemed to be an agent for and shall have no power to impose any liability or responsibility on or to pledge the credit of the College in respect of any acts or expenses incurred by the Branch. The Branch shall meet all liabilities and commitments from its own funds.
6. **ORDINARY MEETINGS:** Ordinary meetings of the Branch shall be held at such times and places as the Committee may appoint. The Chair shall be taken by the Chairman of the Branch, or if he be absent the Vice-Chairman. In the absence of both Chairman and Vice-Chairman, the members entitled to vote shall elect a Chairman for the occasion. Every question submitted to a meeting shall be decided by a show of hands in the first instance and in the case of an equality of votes the Chairman shall have a second or casting vote. If a poll is demanded it shall be taken in such a manner and at such a time and place as the Chairman shall direct. A poll can only be taken on the demand of at least five of the members personally present and entitled to vote at the meeting at which the poll is demanded. Five members entitled to vote shall constitute a quorum for an Ordinary Meeting.
7. **ANNUAL GENERAL MEETING:** Irrespective of the date of the formation of the Branch, the first Annual General Meeting shall be held during the months of January, February or March, following its formation, and thereafter, annually in the first three months of the calendar year at such place as the Committee



may decide to receive the report and financial statement for the preceding year; to elect members of the committee for the ensuing year and to transact any other necessary business. Five members entitled to vote shall constitute a quorum for the Annual General Meeting.

8. SPECIAL MEETINGS: By resolution of the Committee or upon a requisition of not less than one quarter of the members of the Branch entitled to vote, the Secretary of the Branch shall convene a Special Meeting by a notice headed "Special Meeting" stating fully the objective for which it is called. Every such meeting shall be held within fourteen days from the passing of such resolution or the receipt of such requisition. The regulations relating to a poll comprised in Rule 6 shall apply to this Rule. Five members entitled to vote shall constitute a quorum for a Special Meeting
9. NOTICES: Unless otherwise determined at least seven days' notice of all meetings shall be given to each member. Notice of meetings appearing in the appropriate journal of the College shall be deemed to be adequate notice.
10. MINUTES: The proceedings shall be recorded by the Secretary of the Branch and be available for inspection by members.
11. ACCOUNTS: The accounts shall be kept in accordance with any requirements laid down by Council from time to time. The Treasurer of the Branch shall keep accounts which shall be made up to the 31<sup>st</sup> day of December of each year. A copy of such accounts, when duly certified by a suitably independent person agreed to by the Branch committee shall be sent to the Director of Finance together with the report and financial statement of the Committee, not later than the last day of March.
12. FUNDS:
  - i) The funds shall be under the control of the Committee and no payment shall be made by the Treasurer of the Branch unless authorised by the Committee. All cheques shall be signed by the Secretary or Treasurer or Chairman of the Branch and one other member appointed by the Committee. All funds of the Branch will be held in a bank account designated by the College.
  - ii) The Branch may not charge a membership subscription. This does not preclude the Branch from charging for attendance at Branch CPD or other events.
  - iii) Subject to agreement by the members, the Branch may make charitable donations from Branch funds up to a maximum of £100 annually. The Branch may make unlimited donations to the "Benevolent Fund of the Society of Chiropodists".
13. ALTERATION OR SUSPENSION OF RULES: Any proposal as to the alteration of these Rules must be presented to and agreed by Council.

## SCHEDULE E

### CO-ORDINATION BETWEEN BRANCHES, COMMITTEES OF THE ENGLISH REGIONS, WALES, SCOTLAND AND NORTHERN IRELAND AND COUNCIL

The Regional Branch Committees provide channels of information between Branches, Regions and Council (via the Membership Committee). The Regional Branch Committees may also assist the Council in supporting the activities of Branches that fall into their area, and may hold and disperse funds on behalf of the Council for these purposes.

#### COMMITTEES OF THE ENGLISH REGIONS, WALES, SCOTLAND AND NORTHERN IRELAND

1. Branches shall be grouped as follows:

- North-East Region
- North-West Region
- South-West Region
- South-East Region
- Midlands Region
- Scotland
- Wales
- Northern Ireland
- Overseas

A list of the Branches in each region shall be published on the College website and a copy may be obtained from the Chief Executive on request

2. The Committees of the English Regions, Wales, Scotland and Northern Ireland shall consist of one representative, usually the Chair, from each component Branch, together with the members of the Council in that area. The said members of Council shall be *ex-officio* members of the Committees of the English Regions, Wales, Scotland and Northern Ireland, without power to vote, and are encouraged to attend each meeting.
3. Each Committee of the English Regions, Wales, Scotland and Northern Ireland will elect annually a Chairman, Vice Chairman and Secretary/Treasurer from its members who shall hold office from the first meeting of the Committees of the English Regions, Wales, Scotland and Northern Ireland following the Annual General Meetings of the component Branches until the same time the following year.
4. Where the Chairman or Secretary of the Committees of the English Regions, Wales, Scotland and Northern Ireland is not returned as representative of his Branch, another member of the Regional Branch Committee will temporarily fill the post. All documents and relevant matters concerning the Committee of the English Regions, Wales, Scotland and Northern Ireland should be forwarded to the Branches Co-ordinator immediately the said official relinquishes his post.
5. The Secretary of each component Branch is responsible for notifying the

Branches Co-ordinator of the name and address of the representative appointed to the Committees of the English Regions, Wales, Scotland and Northern Ireland immediately after his election at the Annual General Meeting of the Branch.

6. The Branch representative to the Committees of the English Regions, Wales, Scotland and Northern Ireland will normally be the Chairman of the Branch.
7. The Committees of the English Regions, Wales, Scotland and Northern Ireland shall hold three meetings per annum except where it is considered more frequent meetings are necessary. The timing of the meetings shall be at the discretion of the committees, but shall be linked to the dates of the Membership Committee. The expenses of such meetings shall be met from Regional Branch Committee funds.
8. The Chairman of each Committee of the English Regions, Wales, Scotland and Northern Ireland will represent their regional committee on the Membership Committee.

## **SCHEDULE F**

### **Rules of the Members' Forum**

#### **Members' Forum**

1. The Members' Forum (the Forum) of the College of Podiatry (the College) shall meet biennially, during "odd" years, for half a day.
2. The Forum will conduct its business and will consider resolutions from members and Branches and other groups. All resolutions adopted at the Forum will be properly actioned by the Membership Committee and/or by the Council of the College. All adopted Members' Forum resolutions must fit into the College's Strategic Plan of Work.

#### **Election of representatives**

3. The basis for representation at the Forum shall be one representative from each Branch or other group, with each Branch or other group making its own arrangements to select/elect a representative.
4. Representatives will be elected for one Forum by the members allocated to their respective Branch or other group and will, if appropriate, receive a mandate from members in the Branch they represent.
5. Council members will not allow their names to be put forward as candidates for election as representatives.

#### **Forum resolutions**

6. Each Branch or other group will discuss and submit resolutions to the Forum through their Regional Branch Committee and the Membership Committee.

#### **Membership Committee**

7. The Membership Committee (or a subgroup of the Committee) shall –
  - a) ensure the Rules of the Forum are observed and notify the Chair of the Forum of any violations or irregularities that may be brought to its notice
  - b) draw up the agenda of the Forum, which will include the time/date of the Forum
  - c) group together resolutions relating to the same subject

#### **Timetable leading up to the Forum**

8. The timetable leading up to the Forum shall be as follows: (weeks (at least) before the first day of the Forum)
  - a) Members, Branches and other groups to debate topics for resolutions – ongoing until 15<sup>th</sup> April (in odd years)
  - b) Regional Branch Committees to discuss draft resolutions – ongoing until 30<sup>th</sup> May (in odd years)
  - c) Branches and other groups to decide which resolutions they wish to support and speak to, until 20<sup>th</sup> June (in odd years)

- d) Membership Committee (which includes Regional Branch Committee chairs) to review resolutions and arrangements for the Members' Forum – June meeting of the committee (in odd years)
- e) Closing date for nomination of Branch representatives – 12 weeks
- f) Publication of the final agenda – 5 weeks

#### **Elections at the Forum**

11. The Chair of the Forum will be elected at the Forum, and will be by secret ballot of all representatives (the term of office of the Chair is one Forum; the Chair may not hold office for more than two consecutive Forums).

#### **Observers and Guests**

12. The Forum shall make appropriate arrangements for other members of the College to attend the Forum as observers. Observers would attend a Forum, at their own expense, or at the Branch expense, whichever is relevant. Attendance would be according to availability of space, with space being allocated in the order in which requests are received. Such requests should be received 5 weeks prior to the opening of a Forum. Observers will not be permitted to take part in the proceedings of a Forum, unless invited to do so by the Chair.

#### **Conduct of the Forum**

13. The conduct of the Forum shall be determined by the Rules approved by the Council.