

Company No. 392350

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF THE

BRITISH ASSOCIATION OF OCCUPATIONAL THERAPISTS LIMITED

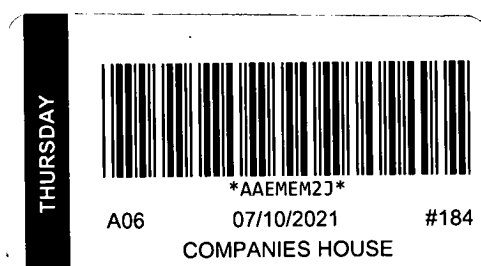
Adopted by Special Resolution passed on 21 September 2021

GENERAL

1.

1.1 In these Articles the following words shall have the following meanings:-

Word	Meaning
"Act"	the Companies Act 2006;
"address"	includes, in relation to an electronic communication, any number or address used for the purpose of such communications.
"Apprentice Member"	a person whose name appears in the Register of Members as an Apprentice Member and who satisfies the requirements in article 10;
"these Articles"	these Articles of Association, of the Association;
"Associate Member"	a person whose name appears in the Register of Members (other than as a Professional Member, a Student Member or an Apprentice Member) and who satisfies the requirements referred to in Article 8;
"Association"	the British Association of Occupational Therapists Limited;



"Chief Executive"	the person for the time being holding the office of Chief Executive of the Association;
"Clear days"	in relation to a period of notice means that period beginning on the day after the notice is given or deemed given and ending on the day before the day which it is given or is to take effect;
"communication"	includes a communication comprising sounds or images or both and a communication effecting payment.
"Council"	the Council of Management for the time being of the Association;
"electronic communication"	means a communication transmitted in electronic form within the meaning of section 1168 of the Act;
"good standing"	a person whose registration as a Member is not for the time being revoked or suspended;
"Member"	shall mean, where the context so admits, a Professional Member or an Associate Member or a Student Member or an Apprentice Member of the Association;
"Month"	a calendar month;
"Office"	the registered office of the Association;
"Professional Member"	a person whose name appears in the Register of Members as a Professional Member and who satisfies the requirements in Article 7;
"Register of Members"	the register of members maintained by the Association of all persons who are for the time being Professional Members, Associate Members, Student Members or Apprentice Members and whose names shall appear in the Professional Member section, Associate Member section, Student Member section or Apprentice Member section of the Register of Members as appropriate;
"Royal College"	the Royal College of Occupational Therapists;
"the Seal"	the common seal of the Association;

“Student Member”	a person whose name appears in the Register of Members with such designation and who satisfies the requirements for such designation referred to in Article 9;
“United Kingdom”	England, Scotland, Wales and Northern Ireland;
“In writing”	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Reference to an “Article” is to an Article in these Articles.

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

1.4 Words denoting persons shall include corporations.

1.5 Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Association shall, (if not inconsistent with the subject or context (and unless defined otherwise in these Articles), have the same meaning in these Articles.

2. The provisions of Section 113 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a Member in a form approved by the Council or sign the Register of Members on becoming a Member.

3. The regulations contained in the model articles for private companies limited by guarantee (as set out in schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 3229/2008)) shall not apply to the Association.

4. The objects for which the Association is established are:

4.1 To provide a central organisation of occupational therapists, throughout the United Kingdom, and for that purpose to delegate the organisation and transfer of all or any of the property, assets, effects and liabilities of the Association, which may lawfully be so delegated or transferred by the Association, to the Royal College and any other company or organisation (hereinafter called an “organisation”) whether incorporated or unincorporated which company is a subsidiary of the Association within the meaning of Section 1159 of the Act or in the case of an unincorporated organisation is controlled by the Association and has an object or objects equivalent to 4.1 and/or 4.2 hereof or any part thereof.

PROVIDED that nothing herein contained shall empower the Association to transfer or delegate the exercise in whole or in part of its object to act as a trade union as defined in article 4.2 to the Royal College.

- 4.2 To carry out the function and provide the organisation of and for the regulation of relations BETWEEN any person who is recognised as qualified to practise the profession of occupational therapy in the United Kingdom and any Student Member, Apprentice Member or Associate Member of the Association AND the employer or employers of any such person or persons and/or each and every association to which such employer or employers may belong.
 - 4.3 To make and maintain registers of persons who are members of the Association and of all other persons of various categories as provided for in these Articles.
 - 4.4 To provide, support and encourage education, instruction and training in occupational therapy and related activities, to promote uniformity in curricula in the training of persons intended for that profession or for the Student, Apprentice or Associate Membership of the Association to advise on courses of study and technical education and to diffuse information calculated to ensure the fitness of persons desirous of qualifying as occupational therapists and of persons desirous of becoming Student, Apprentice or Associate Members of the Association.
 - 4.5 To promote the advancement of occupational therapy in all its branches, to promote evidence-based and best practice and the highest standards of professional conduct in the practice of occupational therapy.
 - 4.6 To diffuse amongst its members, and the public generally, advice and information relating to occupational therapy, to provide facilities for meetings, discussions and debate, and to print, publish, issue and circulate such papers, periodicals, books, circulars and other literary undertakings as may seem conducive to any of the Association's objects.
 - 4.7 To take all necessary or proper steps in Parliament or with any national, local, municipal or other authority for the purpose of directly or indirectly carrying out the objects of the Association or effecting any modification in the constitution of the Association or its reconstitution by Royal Charter, Act of Parliament, or otherwise.
5. In furtherance of the said objects, but not further or otherwise, the Association shall have the power:-
- 5.1 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.
 - 5.2 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
 - 5.3 To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.

- 5.4 To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
- 5.5 To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that monies subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- 5.6 To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- 5.7 To foster and undertake research into any aspect of the objects of the Association and its work and to disseminate the results of any such research.
- 5.8 To accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Association and (subject to such consents as may be required by law) to sell, lease or otherwise dispose of or mortgage any such real or personal estate.
- 5.9 To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations, subscriptions or otherwise.
- 5.10 To employ, engage, pay, or provide such persons whose services may be deemed expedient in order to carry out or promote all or any of the objects aforesaid, in particular to supervise, organise, carry on the work of and advise the Association.
- 5.11 To insure and arrange insurance cover for and to indemnify its officers, employees and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit.
- 5.12 To merge with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of the Association.
- 5.13 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

MEMBERSHIP

- 6. Any person who shall be admitted as a Member shall be registered in the appropriate section of the Register of Members in accordance with the provisions of these Articles and all such persons admitted as a Member shall be deemed to consent by virtue of and as a condition of such membership of the Association to observe and be bound by the Articles of Association of the Royal College from time to time in force in addition to these Articles.

7. No persons shall be eligible for admission as a Professional Member unless they:-
 - 7.1 are the holder of a professional qualification recognised by the Council; and
 - 7.2 have satisfied the Council that they:-
 - 7.2.1 have completed such a period of training or (for Professional Members admitted before 3 July 2001) of actual practice as an occupational therapist as the Council, shall from time to time prescribe; and
 - 7.2.2 are eligible to be registered as an occupational therapist under Section 60 of the Health Act 1999 and Orders made thereunder; or
 - 7.2.3 are capable of such registration under Article 7.2.2.
8. A person who is not qualified under Article 7 to be a Professional Member shall be eligible for admission as an Associate Member PROVIDED THAT they have satisfied the Council that they are working as a support worker engaged in the provision of occupational therapy services.
9. A person who is not qualified under Article 7 to be a Professional Member shall be eligible for admission as a Student Member PROVIDED THAT they have satisfied the Council that they are a student enrolled on a United Kingdom occupational therapy pre-registration programme at a higher education institution accredited by the Royal College and the United Kingdom Health and Care Professions Council (or any successor).
10. A person who is not qualified under Article 7 shall be eligible for admission as an Apprentice Member PROVIDED THAT they have satisfied the council that they are an apprentice enrolled on a United Kingdom occupational therapy pre-registration programme at a higher education institution accredited by the Royal College and the United Kingdom Health and Care Professions Council (or any successor) or such other training or apprenticeship in occupational therapy services as the Council shall from time to time prescribe.
11. Applications for membership shall be made in writing to the Association in such form as the Council shall prescribe, accompanied by the first annual subscription fee or relevant instalment thereof, and admission of applicants shall be by resolution of the Council or any committee thereof or person authorised by the Council.
12. There shall be payable to the Association by every Member such subscriptions as the Council may, with the sanction of the Association in General Meeting, from time to time determine. The Council may with the sanction of the Association in General Meeting and subject to the provisions of these Articles determine additional regulations for membership of the Association.
13. Any Member shall ipso facto cease to be a Member or their status as a Member shall be ipso facto suspended as appropriate and the rights and privileges of such membership be suspended in any of the following events:-
 - 13.1 if the Member dies;

- 13.2 if the Member shall by not less than one month's notice in writing to the Association resign their membership;
- 13.3 if the Member fails to pay the required subscription fee for a period of three months, except that the Council may at any time thereafter reinstate them to membership upon such terms as to the payment of arrears of the subscription fee or otherwise as the Council may think fit;
- 13.4 if the membership or other status of a Member ceases to be recognised as subsisting and valid by the council of the Royal College, in accordance with the procedures for determining such recognition contained in the Articles of Association of the Royal College from time to time in force. In these circumstances the council of the Royal College shall by not less than twenty eight days' notice in writing ("the Notice") notify the Council and the Member of its ruling that the Member's membership or status has ceased to be recognised and the Notice shall provide that the Member shall
 - 13.4.1 cease to be registered as a Member with effect from the date specified in the Notice; or
 - 13.4.2 be suspended as a Member for such period of time as specified in the Notice and from the date specified in the Notice

PROVIDED THAT before the cessation or suspension of a Member's membership pursuant to this Article, the Member shall be given an opportunity to state their case either in writing, or, at their option, by personal attendance at a meeting of the Council or a committee thereof, notwithstanding any provision to the contrary which is contained in the Articles of Association of the Royal College;

- 13.5 If the Member shall in the judgement of the Council (after such investigation as it considers necessary) have ceased to qualify for membership of the Association or have failed to observe any regulations of the Association or have been guilty of an act or practice or conduct which may bring discredit on the Association the Council shall give the Member not less than twenty eight days' notice ("the Council's Notice") of its intention to take the following action:
 - 13.5.1 to revoke the Member's membership with effect from the date specified in the Council's Notice; or
 - 13.5.2 to suspend the Member from the exercise of all or any of the rights and privileges normally consequent upon their status in the Association, for such period of time as specified in the Council's Notice from the date specified in the Council's Notice.

PROVIDED THAT before the revocation or suspension of membership pursuant to this Article, the Member shall be given an opportunity to state their case either in writing, or, at their option, by personal attendance at a meeting of the Council or a committee thereof.

14. A person whose registration as a Member is revoked or suspended shall nevertheless remain liable to the Association for all monies due from them to the Association by way of subscription or otherwise in respect of their membership at the date of revocation or suspension thereof.

PATRONS

15. The Council may acknowledge as Patrons of the Association such Royal personages or persons of distinction (whether members of the Association or not) as may honour the Association with their patronage.

PRESIDENT, VICE PRESIDENT AND HONORARY MEMBERS

16. The Council may at its first meeting after the Annual General Meeting in each year elect a President of the Association to hold office until the first meeting of the Council after the Annual General Meeting in the following year. The Council may at any time fill an interim vacancy in the office of President by appointing a person to hold the same until the next due date for the election of a President. A retiring President may be re-elected from time to time.
17. The Council may from time to time appoint persons to be Vice-Presidents of the Association for their respective lives or such lesser period as the Council shall think fit provided that there shall not be more than four Vice-Presidents at any one time. The Council shall continue to recognise the status of persons who are Honorary Members at the date of adoption of these Articles but shall not appoint any further such Honorary Members.
18. Membership of the Association shall not be a necessary qualification for the office of President or Vice-President. A person while holding such appointment shall ex officio be entitled to receive notice of and attend (but not to vote unless entitled to do so as a Professional Member) at General Meetings of the Association.

CALLING GENERAL MEETINGS

19. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting, at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
20. The members of Council may call General Meetings of the Association.
21. In accordance with the provisions of the Act, and on the requisition of members representing at least 5% of the total voting rights, the members of Council shall forthwith convene a General Meeting.

NOTICE OF GENERAL MEETINGS

22. General Meetings (other than adjourned meetings) shall be called on at least 14 days' notice. An Annual General Meeting shall be called by at least 21 days' notice in writing.

23. General Meetings may be called by shorter notice if agreed to by a majority in number of the members having the right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.
24. Subject to the provisions of these Articles, the notice shall be given to all members and to the members of Council and auditors.
25. Subject to the provisions of the Act, the accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
26. Notice of a General Meeting must be given:
 - 26.1 in hard copy form;
 - 26.2 in electronic form; or
 - 26.3 subject to the provisions of the Act, by means of a website.
27. Notice of a General Meeting must state:
 - 27.1 the time and date of the meeting;
 - 27.2 the place of the meeting; and
 - 27.3 the general nature of the business to be transacted at the meeting.

ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

28. A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
29. A person is able to exercise the right to vote at a General Meeting when:
 - 29.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 29.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
30. The members of Council may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
31. In determining attendance at a General Meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
32. Two or more persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

QUORUM FOR GENERAL MEETINGS

33. Save in the case where the Association has a single member, 5 persons entitled to vote on the business to be transacted at the meeting, each being a member or a proxy for a member or a duly authorised representative of a corporate member, shall be a quorum.
34. If within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
35. No business other than the appointment of the Chair of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.

CHAIRING GENERAL MEETINGS

36. The Chair of Council shall preside as Chair at every General Meeting of the Association, but if they should be absent or unwilling to act as Chair or if at any meeting the Chair of Council shall not be present within fifteen minutes after the time appointed for holding the meeting a Vice Chair of the Council shall preside as Chair at the meeting or failing that the members of the Council present may choose one of their number to be Chair at the meeting, and in default of their doing so, the Members present shall appoint a Professional Member to be Chair of the meeting.
37. The person chairing a meeting in accordance with this Article is referred to as “the Chair of the meeting”.

ATTENDANCE AND SPEAKING BY MEMBERS OF COUNCIL AND NON-MEMBERS

38. Members of the Council may attend and speak at General Meetings.
39. The Chair of the meeting may permit other persons who are not:
 - 39.1 members of the Association; or
 - 39.2 otherwise entitled to exercise the rights of members in relation to General Meetings,
 - 39.3 to attend and speak at a General Meeting.

ADJOURNMENT

40. If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.
41. The Chair of the meeting may adjourn a General Meeting at which a quorum is present if:
 - 41.1 the meeting consents to an adjournment; or

- 41.2 it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 42. The Chair of the meeting must adjourn a General Meeting if directed to do so by the meeting.
- 43. When adjourning a General Meeting, the Chair of the meeting must:
 - 43.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the members of Council; and
 - 43.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 44. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - 44.1 to the same persons to whom notice of the Association's General Meetings is required to be given; and
 - 44.2 containing the same information which such notice is required to contain.
- 45. No business may be transacted at an adjourned General Meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

VOTING

- 46. On a vote on a resolution on a show of hands at a meeting, each member present has one vote. Save as expressly provided in these Articles, no person unless duly registered as a Member and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of their membership, shall be entitled to be present or to vote on any matter either personally or by proxy, at any General Meeting.
- 47. Subject to Article 48, on a vote on a resolution on a show of hands at a meeting, every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote.
- 48. On a vote on a resolution on a show of hands at a meeting, a proxy has one vote for and one vote against the resolution if:
 - 48.1 the proxy has been duly appointed by more than one member entitled to vote on the resolution; and
 - 48.2 the proxy has been instructed by one or more of those members to vote for the resolution and by one or more other of those members to vote against it.

ERRORS AND DISPUTES

49. No objection may be raised to the qualification of any person voting at a General Meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
50. Any such objection must be referred to the Chair of the meeting, whose decision is final.

POLL VOTES

51. A poll on a resolution may be demanded:
 - 51.1 in advance of the General Meeting at which that resolution is to be put to the vote; or
 - 51.2 at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
52. A poll may be demanded by:
 - 52.1 the Chair of the meeting; or
 - 52.2 at least three members present or by proxy and entitled to vote; or
 - 52.3 one or more members present or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting,and a demand by a person as proxy for a member shall be the same as a demand by the member.
53. A demand for a poll may be withdrawn if:
 - 53.1 the poll has not yet been taken; and
 - 53.2 the Chair of the meeting consents to the withdrawal.
54. A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.
55. Polls must be taken immediately upon demand (subject to being withdrawn in accordance with Article 53) and in such manner as the Chair of the meeting directs.

RIGHT TO APPOINT PROXIES

56. A member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and speak and vote at a meeting of the Association.

CONTENT OF PROXY NOTICES

57. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- 57.1 states the name and address of the member appointing the proxy;
 - 57.2 identifies the person appointed to be that member's proxy and the General Meeting in relation to which that person is appointed;
 - 57.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the members of Council may determine;
 - 57.4 is delivered to the Association in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting at which the right to vote is being exercised and in accordance with any instructions contained in the notice of the General Meeting or adjourned meeting to which they relate;
 - 57.5 in the case of a poll taken more than 48 hours after it is demanded, is delivered to the Association after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; and
 - 57.6 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, is delivered at the meeting at which the poll was demanded to the Chair or any member of Council or the Council secretary.
- 58. A proxy notice which is not delivered in accordance with Article 57 shall be invalid unless the members of Council, in their discretion, accept the notice at any time before the meeting.
 - 59. The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
 - 60. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
 - 61. Unless a proxy notice indicates otherwise, it must be treated as:
 - 61.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 61.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

DELIVERY OF PROXY NOTICES

- 62. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 63. An appointment under a proxy notice may be revoked by delivering to the Association a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

64. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
65. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

AMENDMENTS TO RESOLUTIONS

66. An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
 - 66.1 notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine); and
 - 66.2 the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
67. A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:
 - 67.1 the Chair of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed; and
 - 67.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
68. If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

NUMBER OF MEMBERS OF COUNCIL

69. Unless otherwise determined by ordinary resolution the number of members of Council shall not be less than five.

COUNCIL MEMBERSHIP RULES

70. This Article relates to membership of the Council:
 - 70.1 The Council may from time to time make, alter, add to or repeal such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Council and for the purposes of prescribing conditions of membership of Council ("Council Rules"), and in particular but without prejudice to the generality of the foregoing, they may by such Council Rules regulate:-
 - 70.1.1 the composition of and appointments to the Council;

- 70.1.2 the election of members of Council by Members and/or by sub-groups of Members
 - 70.1.3 the retirement by rotation of members of Council
 - 70.1.4 the procedure at meetings of the Council and committees of the Council insofar as such procedure is not regulated by these Articles.
- 70.2 The Association in General Meeting shall have power to alter, add to or repeal any Council Rules and the Council shall adopt such means as they think sufficient to bring to the attention of the Members all such rules or bye-laws, which shall be binding on all Members provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in these Articles.
- 70.3 The composition of Council and its election by Members and/or sub-groups of Members shall be determined by the Council Rules.
71. The members of Council may co-opt on to the Council one additional member who may enjoy voting rights in the Council for a period of one year, which shall be renewable for a period not exceeding one additional year.
72. Unless otherwise determined by ordinary resolution members of Council shall be appointed for terms of up to three years, save that the Chair shall be appointed for a one-year term of office and the Council may determine having regard to the constitution of The World Federation of Occupational Therapists that one international affairs representative member of Council should hold office for a period of up to four years. For the purposes of the appointment of members of Council only a year is the period from one Annual General Meeting to the next and no person shall serve more than five consecutive years.
73. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.
74. The Council may from time to time and at any time appoint any person as a member of the Council either to fill an interim vacancy or by way of addition to the Council, provided that the prescribed maximum is not thereby exceeded. Any person so appointed shall retain their office only until the next Annual General Meeting but shall then be eligible for re-election and such period of office shall not count for the purposes of any maximum period for which office may be held.
75. The Council may from time to time and at any time appoint observers who shall not be members of Council. Observers may attend meetings of Council at the invitation of Council but shall not have a right to vote.

POWERS OF THE COUNCIL

76. The business of the Association shall be managed by the Council, which may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
77. The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if their number shall at any time be or be reduced below five the members for the time being of the Council may act for the purpose of convening a General Meeting or increasing the number of its members to five but for no other purpose.
78. The Chief Executive shall be appointed by the Council for such time, at such remuneration and upon such conditions as it may think fit, and any Chief Executive so appointed may be removed by the Council. The duties and powers of the Chief Executive shall include those of company secretary. The Council may from time to time by resolution appoint an assistant or deputy Chief Executive, and any person so appointed may act in place of the Chief Executive if there be no Chief Executive capable of acting.
79. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Chief Executive, and the said members and Chief Executive shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.
80. The banking account of the Association shall be kept with such banker or bankers as the Council shall from time to time determine and cheques on the Association's bankers shall be dealt with as resolved upon by the Council.
81. Members of Council shall be entitled to be repaid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of Council or any committee of Council or any General Meeting of the Association or in any way in connection with the business of the Association. Further, any Council member who, being so requested by Council, performs services on behalf of the Association may be paid such reasonable and proper remuneration for services actually rendered to the Association as Council may determine.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

82. The office of a member of the Council shall be vacated if the member of the Council:

- 82.1 has a bankruptcy order made against them or makes any arrangement or composition with their creditors generally;
 - 82.2 is or may be suffering from mental disorder and either:-
 - 82.2.1 is admitted to hospital pursuant to an application for admission for treatment under the Mental Health Act 1983 or Mental Health (Scotland) Act 1984; or
 - 82.2.2 an order is made by a court for the appointment of a receiver, trustee or other person to exercise powers with respect to their property or affairs
 - 82.3 ceases to be eligible to hold such office;
 - 82.4 registration as a Member is revoked or is suspended, and if so suspended, the resulting vacation of their office as a member of the Council shall be final;
 - 82.5 by notice in writing to the Association resigns their office;
 - 82.6 ceases to hold office by virtue of any provisions of the Act or becomes prohibited by law from holding office; or
 - 82.7 is removed from office by a resolution duly passed pursuant to Section 168 of the Act.
83. In addition and without prejudice to the provisions of Section 168 of the Act, the Association may by ordinary resolution remove any member of the Council before the expiration of their period of office, and may by an ordinary resolution appoint another qualified Member in their other place; but any person so appointed shall retain their office so long only as the member of Council in whose place they are appointed would have held the same if they had not been removed.

PROCEEDINGS OF THE COUNCIL

84. The Council may meet together for the dispatch of business adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of business. Unless otherwise determined 25% of the then serving members of the Council (rounded up to a whole number) shall be a quorum.
- Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
85. The Council may determine that proceedings of the Council shall be confidential, in which event no member of the Council or other office of the Association or observer shall make any disclosure thereof without the authority of the Council or of the Association in General Meeting, save such disclosures as they may by law be required or bound to make or as it may be for their own protection or for the protection of the Association necessary for them to make.

86. The Chair of the Council may, (and shall on the request of any three members of the Council or the Chief Executive) at any time, summon a meeting of the Council by notice served upon the members of the Council.
87. The Council shall from time to time from among its membership elect one Vice-chair and may determine for what period they are to hold office (subject to the rules in these Articles about maximum length of service on Council). The Chair of Council shall preside at all meetings of the Council at which they shall be present, but if no such Chair of Council is present within five minutes after the time fixed for holding the meeting, the members of the Council present shall choose the Vice-chair present or failing that one of the members of Council present to act as Chair of the meeting.
88. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles vested in the Council generally.
89. The Council may delegate any of its powers to committees of such member or members of the Council as it thinks fit and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable, and so far as the same shall not be superseded by any regulations made by the Council.
90. All acts bona fide done by any meetings of the Council or of any committee of the Council, or by any person acting as a member of the Council shall, notwithstanding it be discovered later that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, 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 the Council.
91. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting or by the Chair of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts stated in them.
92. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.
93. Subject to these Articles, members of Council participate in a Council meeting, or part of Council meeting, when:
 - 93.1 the meeting has been called and takes place in accordance with these Articles; and
 - 93.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

94. In determining whether members of Council are participating in a Council meeting, it is irrelevant where any member of Council is or how they communicate with each other.
95. If all the members of Council participating in a meeting are not in the same place, the meeting shall be deemed to take place where the largest number of participators is assembled or, if no such group can be identified, the members of Council may decide that the meeting is to be treated as taking place wherever any of them is.

CONFLICTS AND DECLARATIONS OF INTEREST

96. Without prejudice to Articles 101 and 102, the members of Council shall, for the purposes of Section 175 of the Act, have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a member of Council under that Section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Association ("Conflict").
97. Authorisation of a matter under Article 96 shall be effective only if:
 - 97.1 the matter in question shall have been proposed in writing for consideration at a meeting of the members of Council in accordance with the normal procedures of the members of Council or in any other manner as the members of Council may determine;
 - 97.2 any requirement as to the quorum at the meeting of the members of Council at which the matter is considered is met without counting the member of Council in question or any other interested member of Council (together the "Interested Members of Council", and each an "Interested Member of Council"); and
 - 97.3 the matter was agreed to without any Interested Member of Council voting or would have been agreed to if the votes of the Interested Members of Council had not been counted.
98. Any authorisation of a matter under Article 96 shall be subject to such conditions or limitations as the members of Council may determine (including, without limitation, such conditions or limitations as are contemplated by Article 112), whether at the time such authorisation is given or subsequently and may be terminated by the members of Council at any time. A member of Council shall comply with any obligations imposed on them by the members of Council pursuant to any such authorisation.
99. Any authorisation of a matter under Article 96 extends, subject to any conditions or limitations imposed under Article 98, to any actual or potential Conflict which may reasonably be expected to arise out of the matter so authorised.
100. Subject to any conditions or limitations imposed under Article 98, a member of Council shall not, save as otherwise agreed by them, be accountable to the Association for any benefit which he (or any person connected in any way with them) derives from any matter authorised by the members of Council under Article 96 and no contract,

transaction, arrangement or proposal relating thereto shall be liable to be avoided on the grounds of any such benefit.

101. Article 96 does not apply to a Conflict arising in relation to a transaction or arrangement with the Association.
102. Subject to compliance with Article 103, a member of Council may, notwithstanding their office, have any interest of any of the following kinds (and no authorisation under Article 96 shall be necessary in respect of any such interest):
 - 102.1 where the member of Council (or any person connected in any way with them) is a member of Council or other officer of, is employed by or is otherwise interested (including, without limitation, by the holding of shares or other securities) in any body corporate with which the Association is associated (within the meaning of Section 256(a) of the Act);
 - 102.2 where the member of Council (or any person connected in any way with them) is a party to, or otherwise interested in, any contract, transaction, arrangement or proposal with the Association or any body corporate with which the Association is associated (within the meaning of Section 256(a) of the Act), or in which the Association is otherwise interested;
 - 102.3 an interest such that the situation or the interest cannot reasonably be regarded as likely to give rise to a Conflict;
 - 102.4 an interest, or a contract, transaction, arrangement or proposal giving rise to an interest, of which the member of Council is not aware; and
 - 102.5 any other interest authorised by an ordinary resolution of the Association.
103. Subject to Sections 177 and 182 of the Act, the member of Council concerned shall declare the nature and extent of any interest, whether direct or indirect, referred to in Article 102 and not falling within Article 104 either at a meeting of the members of Council by written declaration to the Association (or in any other manner as the members of Council may determine) or by general notice in accordance with Section 177(2)(b)(ii) or Section 182(2)(c) (as the case may be) and Section 185 of the Act.
104. No declaration of an interest shall be required by a member of Council under Article 103 in relation to an interest:
 - 104.1 falling within Article 102.3 or Article 102.4;
 - 104.2 if, or to the extent that, the other members of Council are already aware of such interest (and for this purpose the other members of Council are treated as being aware of anything of which they ought reasonably to be aware); or
 - 104.3 if, or to the extent that, it concerns the terms of their service contract (as defined in Section 227 of the Act) that have been or are to be considered by a meeting of the members of Council or by a committee of members of Council appointed for the purpose under these Articles.

105. A member of Council shall not, save as otherwise agreed by them, be accountable to the Association for any benefit which he (or any person connected in any way with them) derives from any interest referred to in Article 102 and no contract, transaction, arrangement or proposal shall be liable to be avoided on the grounds of any such interest.
106. Provided he has disclosed to the members of Council any interest of which he is aware (not being an interest which cannot reasonably be regarded as likely to give rise to a Conflict) in accordance with the requirements of the Act and these Articles, a member of Council shall, subject to any applicable conditions or limitations imposed under Article 98, be entitled to vote at a meeting of the members of Council or of a committee of the members of Council in respect of any contract, transaction, arrangement or proposal in which he is interested and shall also be counted in determining whether a quorum is present at such a meeting.
107. Without prejudice to Article 106, if a question arises at any time as to whether any interest of a member of Council prevents them or should prevent them from voting or being counted in the quorum under this Article and such question is not resolved by their voluntarily agreeing to abstain from voting and/or attending, such question shall be referred to the Chair of the meeting and their ruling in relation to any member of Council other than themselves shall be final and conclusive, except in a case where the nature or extent of the interest of such member of Council (so far as it is known to them) has not been fairly disclosed.
108. Without prejudice to Article 106, if any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question shall be decided by a decision of the members of Council, for which purpose the Chair is not to be counted as participating in the meeting (or part of the meeting) for voting and quorum purposes, and the decision shall be conclusive, except in a case where the nature or extent of the interest of the Chair of the meeting (so far as it is known to them) has not been fairly disclosed to the members of Council.
109. Subject to Article 110, if a member of Council, otherwise than by virtue of their position as a member of Council, receives information in respect of which they owe a duty of confidentiality to a person other than the company, they shall not be required to disclose such information to the Association or the members of Council or any of them, or otherwise use or apply such confidential information for the purpose of or in connection with the performance of their duties as a member of Council.
110. Where a duty of confidentiality as referred to in Article 109 arises out of a situation in which the member of Council has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Association, Article 109 shall apply only if the conflict arises out of a matter which has been authorised under Article 96 or falls within Article 102.
111. Article 109 is without prejudice to any enactment, equitable principle or rule of law which may excuse or release a member of Council from disclosing information in circumstances where disclosure may otherwise be required.

112. Where a member of Council has an interest which can reasonably be regarded as likely to give rise to a Conflict, the member of Council may, and shall if so requested by the members of Council, take such additional steps as may be necessary or desirable for the purpose of managing such Conflict, including compliance with any procedures laid down from time to time by the members of Council for the purpose of managing Conflicts generally and/or any specific procedures approved by the members of Council for the purpose of or in connection with the relevant matter or situation, including without limitation:
- 112.1 absenting themselves from any meeting or part of a meeting of the members of Council or of any committee of the members of Council at which the relevant matter or situation falls to be considered or is otherwise significant; and
 - 112.2 not reviewing documents or information made available to the members of Council generally in relation to such matter or situation.
113. The Association may by ordinary resolution ratify any contract, transaction, arrangement or proposal not properly authorised by reason of a contravention of any provision of these Articles.
114. For the purposes of these Articles, where the context permits, any reference to an interest includes a duty and any reference to a conflict of interest includes a conflict of interest and duty and a conflict of duties.
115. For the purposes of this Article, references to proposed decisions and decision-making processes include any Council meeting or part of a Council meeting.

RECORDS OF DECISIONS TO BE KEPT

116. The members of Council must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the members of Council.

COUNCIL DISCRETION TO MAKE FURTHER RULES

117. Subject to these Articles, the members of Council may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to members of Council.

SECRETARY

118. The members of Council may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and appoint a replacement, in each case by a decision of the members of Council.

ACCOUNTS

119. The Council shall cause accounting records to be kept in accordance with Sections 386, 388 and 390 of the Act.

120. The accounting records shall be kept at the Office, or (subject to the provisions of the Act) at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
121. Except as provided by law or authorised by the members of Council or an ordinary resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or documents merely by virtue of being a Member.

AUDIT

122. To the extent required by the Act, at least once in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
123. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

124. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter addressed to such person at their registered address as appearing in the Register of Members or by sending it by electronic communication to the address for the time being notified to the Association by the Member.
125. Any person described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon them or an address to which notices may be sent using electronic communication, shall be entitled to have notices served upon them at such address, but, save as aforesaid, and as provided by the Act, only those persons described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Association.
126. Any notice, if sent by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. Any notice if sent by electronic communication shall be deemed to have been served on the day following that on which the electronic communication was sent, and in proving such service it shall be sufficient to prove that the electronic communication was sent to the relevant address in accordance with guidance issued from time to time by the Institute of Chartered Secretaries and Administrators.

WINDING UP

127. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Association in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for—
 - 127.1 payment of the Association's debts and liabilities contracted before they cease to be a Member,

127.2 payment of the costs, charges and expenses of winding up, and

127.3 adjustment of the rights of the contributories among themselves..

INDEMNITY

128. Subject to the provisions of the Act but without prejudice to any indemnity to which they may otherwise be entitled every member of the Council shall be indemnified out of the assets of the Association against all costs, charges, expenses, losses, damages and liabilities incurred by them in or about the execution of their duties or in relation to them including (without prejudice to the generality of the foregoing) any liability incurred in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted, or which are otherwise disposed of without any finding or admission of any material guilt or breach of duty on their part or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

INSURANCE

129. The members of Council may purchase and maintain insurance, at the expense of the Royal College, for the benefit of any relevant officer in respect of any relevant loss.

130. In this article:

130.1 a “relevant officer” means any member of Council or secretary or former member of Council or secretary of the Association or an associated company;

130.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant member of Council in connection with that relevant duties or powers of members of Council in relation to the Association, any associated company or any pension fund or employees’ share scheme of the Association or an associated company; and

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