

**BRITISH ASSOCIATION OF OCCUPATIONAL THERAPISTS LIMITED
AND ROYAL COLLEGE OF OCCUPATIONAL THERAPISTS**

Council Rules

Introduction:

The Articles of Association of the British Association of Occupational Therapists Ltd and the Royal College of Occupational Therapists state:

“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:

- the composition of and appointments to the Council;*
- the election of members of Council by members of the Association and/or by sub-group of members;*
- the retirement by rotation of members of Council;*
- the procedure at meetings of the Council and committees of the Council insofar as such procedure is not regulated by these Articles.*

The Royal College 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, the Memorandum of Association or the Articles of Association.”

These are the Rules amended and adopted by Council on 8 May 2024.

THE COUNCIL RULES

COMPOSITION OF COUNCIL

1. The Council shall comprise:
 - 1.1 The Chair of Council: A Professional Member of at least 5 years good standing elected by a ballot of all Members in good standing.
 - 1.2 A Professional Member in good standing and a BAOT steward elected by a ballot of all Members in good standing, who shall become a member of the BAOT/UNISON Occupational Therapy Panel.
 - 1.3 A Professional Member in good standing and an individual UK professional member of at least two years' standing of the World Federation of Occupational Therapists (WFOT) elected by a ballot of all Members in good standing who shall become the representative of the Association and the Royal College on The World Federation of Occupational Therapists.
 - 1.4 A Professional Member in good standing working and / or resident in Wales elected by a ballot of all Members in good standing in Wales.
 - 1.5 A Professional Member in good standing working and / or resident in Northern Ireland elected by a ballot of all Members in good standing in Northern Ireland.
 - 1.6 A Professional Member in good standing working and / or resident in Scotland elected by a ballot of all Members in good standing in Scotland.
 - 1.7 A Professional Member in good standing working and / or resident in England elected by a ballot of all Members in good standing in England.
 - 1.8 A Professional Member in good standing working within a higher education establishment providing occupational therapy programmes accredited by the Royal College of Occupational Therapists elected by a ballot of all Members in good standing.
 - 1.9 A Professional Member in good standing who is research-active and contributing to the expansion of the evidence base and research capability within the profession elected by a ballot of all Members in good standing.
2. The Council shall be deemed to be properly and validly constituted notwithstanding that there has been for whatever reason a failure to elect the full number of Council members in the positions referred to in these Rules.
3. A person may not simultaneously hold more than one position on Council.
4. Members of Council are not permitted to appoint alternate members of Council.

ELECTIONS

5. The postal ballots for the election of the elected members of the Council shall be conducted in such manner as the Council may from time to time direct. Candidates for election shall be nominated by two Members who are in good standing and entitled to vote in the relevant ballot. Nominations, accompanied by the written consent of the persons to be proposed, shall be lodged with the Chief Executive by a date to be agreed by Council each year, but not later than two months prior to the date of the AGM that year.

The Chief Executive shall not later than one month before the date when nominations have to be lodged, send to all Members resident in the United Kingdom, a notice of vacancies on the Council and nomination papers, in a form approved by Council.

The list of nominations with ballot papers, if necessary, shall be circulated to all persons entitled to vote who are resident in the United Kingdom at least fourteen days before the date when all ballot papers must be duly completed and returned to the returning officer appointed by the Council.

The closing date for returning all ballot papers shall be as follows:

- Where there are no resolutions at the AGM to be voted on, or where the Council election process is managed separately from voting on AGM resolutions, the closing date for returning ballot papers shall be not less than 7 days before the AGM.
- Where the Council election process is managed alongside the AGM voting process (for example, by a single provider such as Civica Election Services) then the closing date for the return of ballot papers may be the same as the closing date for the return of proxy forms for the AGM if Council deems this appropriate.

The ballot papers shall be counted and tabulated by the returning officer. In the event of two or more nominated candidates receiving the same number of votes, the Chairman of Council shall have a casting vote to determine which of such candidates shall be elected.

The results of elections of members of Council shall be declared at the Annual General Meeting.

6. The term of office of every person serving upon Council (other than persons appointed to fill casual vacancies) shall be deemed to start from the end of the Annual General Meeting for the year in which they have been elected or appointed as the case may be. In calculating any period of service or non-service the period which shall elapse between one Annual General Meeting and the next Annual General Meeting shall be counted as one year. All retiring members of the Council shall remain in office until the close of the meeting at which they are due to retire.
7. Where any Member of Council is elected to office while a serving member of the BAOT Stewards National Panel, their term of office as a member of the

BAOT Stewards National Panel shall be extended to enable them to hold their term of office as a Member of Council for the required three years.

8. If, at the time of the Council election, a vacancy occurs for the alternate to the WFOT Member, the candidate with the second highest number of recorded votes shall be deemed to have been elected alternate member. When a vacancy occurs at other times, the Senior Governance and Executive Support Officer shall administer the selection process by seeking nominations from professional members in good standing who are also UK individual members of WFOT and conducting a ballot of the Council members.

ROTATION AND LENGTH OF SERVICE OF MEMBERS OF THE COUNCIL

9. The Chair of the Council shall be appointed annually to hold office until the close of the Annual General Meeting. Other members of Council shall be appointed for three-year terms of office save that the Council may determine having regard to the constitution of The World Federation of Occupational Therapists that the international affairs representatives should be appointed for terms of office of up to four years.
10. No person shall serve more than five consecutive years and, save for the post of Chair of Council, one year should elapse before a member is eligible to be nominated for a further term of office.
11. Any member of Council who ceases to satisfy the eligibility criteria for their election set by the Council shall retire at the first Annual General Meeting held after such cessation.
12. Candidates will sign a declaration within their nomination form guaranteeing that a bankruptcy order has not been made against them or made any arrangement or composition with their creditors generally.

FAILURE TO ATTEND COUNCIL MEETINGS

13. Any member who fails to attend two consecutive meetings in any one Council year without providing a good reason which is accepted by Council may be deemed to have resigned. The Chair reserves the right to request further explanation or resignation where absence affects the business of Council.

QUORUM

14. A quorum shall be five members, one of whom must be the Chair or Vice-Chair.

INTERPRETATION

15. Words defined in the Articles of Association shall, unless the context otherwise requires, have the same meaning in these Rules.

16. In the event of any dispute or disagreement as to the interpretation of these Rules or as to any question or right arising from or related to them the decision of the Council shall be final and binding upon all persons.