

Annual General Meeting of the British Chiropractic Association

At 2.30 pm on 13th October 2018

**Hilton Metropole Hotel
Pendigo Way, Birmingham
B40 1NT**

AGENDA

1. Apologies for absence
2. To adopt the minutes of the previous meeting on 17th March 2018 (Paper A)
3. To adopt the report and accounts for 2017 (Paper B)
4. To approve membership subscription rates for 2019 (Paper C)
5. Appointment of Auditor (Paper D)
6. To approve the election of new members (Paper E)
7. Results of Council election
8. To consider special resolution (Paper F)
9. To consider special resolution (Paper G)
10. To consider special resolution (Paper H)
11. President's Address
12. Close

Annex A

Annex B

**Minutes of the Annual General Meeting
of the British Chiropractic Association**

Held at:

Radisson Edwardian Hotel, Hayes Road UB3 5AW

2:30pm on 17th March 2018 (postponed from November 2017)

1. Apologies for Absence. No apologies were received.
2. Liz Laverick proposed that the minutes of the previous AGM be adopted (seconded by Rishi Loatey); this proposal was passed unanimously.
3. Tim Button presented the statutory accounts for 2016 (Paper B) and proposed that they be accepted (seconded by Rishi Loatey); this proposal was passed unanimously.
4. Tim Button proposed that membership fees for 2018 be held at the same level as 2017 (Paper C). This was seconded by Liz Laverick and passed unanimously.
5. Frank Dongworth has expressed his wish to retire as Auditor to the BCA. Tim Button proposed that, for the 2017 audit, a firm known to Keith Thompson be appointed for one year, followed by a formal appointment process to appoint auditors for 2018. This proposal was seconded by Rishi Loatey and passed unanimously.
6. Proposal withdrawn.
7. Paper E, containing the names of members eligible for election to full membership, was presented. Prab Chandok proposed that all members on the list were elected to full membership. This was seconded by David Antrobus and passed unanimously.
8. Catherine Quinn gave her first address as BCA President. She thanked Matthew Bennett for his service as President over previous years. She outlined her determination to lead the BCA as the voice of the chiropractic profession in the United Kingdom, her excitement at the potential of both the BCA and the chiropractic profession, and her confidence that the future was both exciting and bright for a united BCA membership.

Meeting Closed.

**British Chiropractic Association
Company Limited by Guarantee
Financial Statements
31 December 2017**

MURAS BAKER JONES LIMITED
Chartered accountant & statutory auditor
Regent House
Bath Avenue
Wolverhampton
West Midlands
WV1 4EG

British Chiropractic Association

Company Limited by Guarantee

Financial Statements

Year ended 31 December 2017

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British Chiropractic Association

Company Limited by Guarantee

Officers and Professional Advisers

The board of directors	Mr U Sandstrom Mr S P Williams Mrs C C Quinn Mr T P Button
Company secretary	Mr U Sandstrom
Registered office	59 Castle Street Reading Berkshire RG1 7SN
Auditor	Muras Baker Jones Limited Chartered accountant & statutory auditor Regent House Bath Avenue Wolverhampton West Midlands WV1 4EG
Bankers	Barclays 48/50 The Parade Leamington Spa Warwickshire CV32 4DD

British Chiropractic Association

Company Limited by Guarantee

Directors' Report

Year ended 31 December 2017

The directors present their report and the financial statements of the company for the year ended 31 December 2017.

Directors

The directors who served the company during the year were as follows:

Mr U Sandstrom	
Mr S P Williams	
Mrs C C Quinn	(Appointed 25 November 2017)
Mr T P Button	(Appointed 25 November 2017)
Mr M I Bennett	(Resigned 25 November 2017)
Mr R S Loatey	(Resigned 25 November 2017)

Directors' responsibilities statement

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

A resolution to reappoint Muras Baker Jones Limited as auditors will be proposed at the forthcoming Annual General Meeting.

British Chiropractic Association

Company Limited by Guarantee

Directors' Report *(continued)*

Year ended 31 December 2017

Small company provisions

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

This report was approved by the board of directors on 29 August 2018 and signed on behalf of the board by:

Mr U Sandstrom
Company Secretary

British Chiropractic Association

Company Limited by Guarantee

Independent Auditor's Report to the Members of British Chiropractic Association

Year ended 31 December 2017

Opinion

We have audited the financial statements of British Chiropractic Association (the 'company') for the year ended 31 December 2017 which comprise the statement of income and retained earnings, statement of financial position and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with chapter 3 of part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

British Chiropractic Association

Company Limited by Guarantee

Independent Auditor's Report to the Members of British Chiropractic Association *(continued)*

Year ended 31 December 2017

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

British Chiropractic Association

Company Limited by Guarantee

Independent Auditor's Report to the Members of British Chiropractic Association *(continued)*

Year ended 31 December 2017

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

British Chiropractic Association

Company Limited by Guarantee

Independent Auditor's Report to the Members of British Chiropractic Association *(continued)*

Year ended 31 December 2017

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Oliver Ross BSc (Hons) FCA (Senior Statutory Auditor)

For and on behalf of
Muras Baker Jones Limited
Chartered accountant & statutory auditor
Regent House
Bath Avenue
Wolverhampton
West Midlands
WV1 4EG

29 August 2018

British Chiropractic Association
Company Limited by Guarantee
Statement of Income and Retained Earnings
Year ended 31 December 2017

	Note	2017 £	2016 £
Turnover		1,969,602	1,929,560
Gross profit		1,969,602	1,929,560
Administrative expenses		1,926,566	1,846,867
Operating profit		43,036	82,693
Other interest receivable and similar income		1,518	2,739
Profit before taxation	6	44,554	85,432
Tax on profit		292	548
Profit for the financial year and total comprehensive income		44,262	84,884
Retained earnings at the start of the year		950,288	865,404
Retained earnings at the end of the year		994,550	950,288

All the activities of the company are from continuing operations.

The notes on pages 10 to 13 form part of these financial statements.

British Chiropractic Association

Company Limited by Guarantee

Statement of Financial Position

31 December 2017

	Note	2017 £	£	2016 £
Fixed assets				
Tangible assets	7		442,620	443,735
Current assets				
Debtors	8	21,371		28,599
Cash at bank and in hand		702,326		652,413
		723,697		681,012
Creditors: amounts falling due within one year	9	171,767		174,459
Net current assets			551,930	506,553
Total assets less current liabilities			994,550	950,288
Net assets			994,550	950,288
Capital and reserves				
Profit and loss account			994,550	950,288
Members funds			994,550	950,288

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

These financial statements were approved by the board of directors and authorised for issue on 29 August 2018, and are signed on behalf of the board by:

Mrs C C Quinn
Director

Mr T P Button
Director

Company registration number: 01781531

The notes on pages 10 to 13 form part of these financial statements.

British Chiropractic Association

Company Limited by Guarantee

Notes to the Financial Statements

Year ended 31 December 2017

1. General information

The company is a private company limited by guarantee, registered in England and Wales. The address of the registered office is 59 Castle Street, Reading, RG1 7SN, Berkshire.

2. Statement of compliance

These financial statements have been prepared in compliance with Section 1A of FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

3. Accounting policies

Basis of preparation

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in sterling, which is the functional currency of the entity.

Revenue recognition

Turnover is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of discounts and Value Added Tax.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have transferred to the buyer (usually on despatch of the goods); the amount of revenue can be measured reliably; it is probable that the associated economic benefits will flow to the entity; and the costs incurred or to be incurred in respect of the transactions can be measured reliably.

Income tax

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is recognised in other comprehensive income or directly in equity, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

Tangible assets

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses. Any tangible assets carried at revalued amounts are recorded at the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

British Chiropractic Association

Company Limited by Guarantee

Notes to the Financial Statements *(continued)*

Year ended 31 December 2017

3. Accounting policies *(continued)*

Tangible assets *(continued)*

An increase in the carrying amount of an asset as a result of a revaluation, is recognised in other comprehensive income and accumulated in equity, except to the extent it reverses a revaluation decrease of the same asset previously recognised in profit or loss. A decrease in the carrying amount of an asset as a result of revaluation, is recognised in other comprehensive income to the extent of any previously recognised revaluation increase accumulated in equity in respect of that asset. Where a revaluation decrease exceeds the accumulated revaluation gains accumulated in equity in respect of that asset, the excess shall be recognised in profit or loss.

Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Freehold property (building)	-	2% straight line
Fixtures and fittings	-	15% reducing balance
Computer equipment	-	33% straight line

A valuation of the freehold property has not been obtained during the year to avoid undue cost to the British Chiropractic Association. Having considered the company's depreciation policy in accordance with the Companies Act and FRS 102, the directors have decided that the building element should be depreciated over 50 years.

Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

For impairment testing of goodwill, the goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the company are assigned to those units.

Defined contribution plans

Contributions to defined contribution plans are recognised as an expense in the period in which the related service is provided. Prepaid contributions are recognised as an asset to the extent that the prepayment will lead to a reduction in future payments or a cash refund.

When contributions are not expected to be settled wholly within 12 months of the end of the reporting date in which the employees render the related service, the liability is measured on a discounted present value basis. The unwinding of the discount is recognised as a finance cost in profit or loss in the period in which it arises.

British Chiropractic Association

Company Limited by Guarantee

Notes to the Financial Statements *(continued)*

Year ended 31 December 2017

4. Company limited by guarantee

The company is limited by guarantee as it is a members organisation and has no share capital.

5. Employee numbers

The average number of persons employed by the company during the year amounted to 13 (2016: 13).

6. Profit before taxation

Profit before taxation is stated after charging:

	2017	2016
	£	£
Depreciation of tangible assets	7,262	1,569
Fees payable for the audit of the financial statements	<u>2,760</u>	<u>2,580</u>

7. Tangible assets

	Land and buildings £	Fixtures and fittings £	Computer equipment £	Total £
Cost				
At 1 January 2017	435,658	40,134	7,147	482,939
Additions	–	2,829	3,318	6,147
At 31 December 2017	<u>435,658</u>	<u>42,963</u>	<u>10,465</u>	<u>489,086</u>
Depreciation				
At 1 January 2017	–	32,503	6,701	39,204
Charge for the year	4,357	1,576	1,329	7,262
At 31 December 2017	<u>4,357</u>	<u>34,079</u>	<u>8,030</u>	<u>46,466</u>
Carrying amount				
At 31 December 2017	<u>431,301</u>	<u>8,884</u>	<u>2,435</u>	<u>442,620</u>
At 31 December 2016	<u>435,658</u>	<u>7,631</u>	<u>446</u>	<u>443,735</u>

8. Debtors

	2017	2016
	£	£
Trade debtors	4,407	9,740
Other debtors	<u>16,964</u>	<u>18,859</u>
	<u>21,371</u>	<u>28,599</u>

British Chiropractic Association

Company Limited by Guarantee

Notes to the Financial Statements *(continued)*

Year ended 31 December 2017

9. Creditors: amounts falling due within one year

	2017	2016
	£	£
Trade creditors	15,686	7,422
Corporation tax	292	548
Social security and other taxes	9,900	9,606
Other creditors	145,889	156,883
	<u>171,767</u>	<u>174,459</u>

10. Contingencies

The company has financial commitments in respect of non-cancellable leases of office equipment. The rentals payable under these leases are £13,111 (2016 £13,111) within one year, and £16,988 (2016 £43,210) in second to fifth years inclusive.

11. Related party transactions

The company was not under the control of any one person throughout the current and previous year.

No transactions with related parties were undertaken such as are required to be disclosed under FRS 102.

British Chiropractic Association

Company Limited by Guarantee

Management Information

Year ended 31 December 2017

The following pages do not form part of the financial statements.

British Chiropractic Association

Detailed Income Statement

Year ended 31 December 2017

	2017 £	2016 £
Turnover		
Members subscriptions	1,800,106	1,772,063
Conferences and seminars income	62,387	50,845
Sales of leaflets etc.	19,675	23,961
Sundry receipts	8,096	6,361
Contact and In Touch income	37,098	23,109
Grants from European Chiropractic Union	42,240	53,221
	<u>1,969,602</u>	<u>1,929,560</u>
Gross profit	<u>1,969,602</u>	<u>1,929,560</u>
Overheads		
Administrative expenses	1,926,566	1,846,867
Operating profit	<u>43,036</u>	<u>82,693</u>
Other interest receivable and similar income	1,518	2,739
Profit before taxation	<u><u>44,554</u></u>	<u><u>85,432</u></u>

British Chiropractic Association

Notes to the Detailed Income Statement

Year ended 31 December 2017

	2017	2016
	£	£
Administrative expenses		
Directors salaries	36,533	38,100
Directors national insurance contributions	1,094	868
Administrative staff salaries	148,157	168,786
Staff national insurance contributions	13,836	16,062
Staff pension and health costs	13,048	15,340
Rates and water	6,920	6,228
Light and heat	2,450	2,664
Insurance	7,320	6,995
Repairs and maintenance	11,298	3,578
Travel and subsistence	20,591	15,899
Meetings expenditure	1,716	3,249
Hire of equipment	13,490	17,221
Telephone and postage	18,600	14,632
Journals publishing expenses	34,591	17,772
Printing and stationery	8,995	8,014
Sundry expenses	12,085	11,606
Donations	1,500	1,300
Printing leaflets for sale	12,800	15,571
World Federation of Chiropractic	10,031	7,693
European Chiropractic Union subscription	184,530	183,010
Conferences and seminars	51,767	45,447
Public relations expenses	108,462	97,613
Internet website	3,271	2,470
Legal and professional fees	13,658	2,234
Members benefits scheme	6,120	6,120
Computer consultancy	20,116	8,570
Honoraria (non directors)	12,717	11,750
Research studies	3,493	2,983
Professional insurance	1,078,055	1,051,555
Tax helpline fees	23,940	23,940
Accountancy fees and financial consultancy	33,000	33,000
Auditors remuneration	2,760	2,580
Depreciation of tangible assets	7,262	1,569
(Gain)/loss on disposal of tangible assets	-	55
Bad debts written off	50	21
Bank charges	2,310	2,372
	<u>1,926,566</u>	<u>1,846,867</u>
Other interest receivable and similar income		
Interest on cash and cash equivalents	<u>1,518</u>	<u>2,739</u>

PAPER C

To: The Members
From: BCA Council
Subject: Membership Fees 2019
Date: 13th October 2018



SUBSCRIPTIONS 2019

Last year we were able to hold membership rates at their previous level despite the increase in the rate of inflation. Inflation has continued to rise slightly, so that the combined inflation rate over the last two years is over 5.5%. Over that period, the pound has also continued to weaken against the Euro (by some 11%).

However, because of the increasingly effective ways costs are being controlled, we are able to maintain BCA subscription fees at the same level as 2017 and 2018. Furthermore, we are able to hold the ECU membership fee at its previous level.

In light of the background (higher inflation and a weakening pound) this represents a decrease in real terms of almost 6.4%

The proposed maximum fees are as follows:

Year of Graduation	BCA Subs	ECU Sub	CRCLevy	Insurance
2019 (graduating wef June/ July)	0	0	0	tbc
2018	0	0	0	tbc
2017	241.00	150.00	50.00	tbc
2016	313.00	150.00	50.00	tbc
2015 (and earlier)	429.00	150.00	50.00	tbc
Concessionary	290.00	75.00	50.00	tbc
Past Presidents (Full)	0	150.00	50.00	tbc
Past Presidents (Semi Active)	0	75.00	50.00	tbc
UK Associate Member	125.00	0	0	tbc
Foreign Associate	150.00	0	0	tbc
Student	0	0	0	tbc

Members are invited to approve the fees for 2019.

PAPER D

To: The Members
From: BCA Council
Subject: Appointment of Auditors
Date: 13th October 2018



At the last AGM the Treasurer announced that Frank Dongworth had decided to resign as Auditor and proposed that we appoint a firm (Muras Baker Jones) be appointed for a one-year term, following which the Treasurer would initiate a search for a new firm.

Muras Baker Jones have audited the 2017 accounts (see paper B) and now, accordingly, step down.

New auditors will be appointed for the 2018 accounts and their report (and possible re-appointment) will be considered at the AGM in October 2019.

PAPER E

To: The Members
From: BCA Council
Subject: Election of Members
Date: 13th October 2018



Below is a list of provisional members who have achieved the requirements for entry into full membership. The AGM is invited to approve their election into full membership.

<u>Forename</u>	<u>Surname</u>	<u>University</u>
Lauren	Bright	AECC UC
Charlotte	Dahl	WIOC
Benjamin	Evans	WIOC
Emma	Kenton	WIOC
Maria Fontana	Ricchiuti	WIOC
Joe	Summers	AECC UC
Ieuan	Thomas	WIOC
Daniel	Waldin	AECC UC
Sophia	Bramwell-Reeks	WIOC
James	Adam	AECC UC
Mukesh	Madhar	WIOC
Alex	Tierney	AECC UC
Nicholas	Watt	AECC UC
Sian	Kavanagh	WIOC
Rebecca	Hardware	WIOC
Anders	Nekstad	WIOC
Dane	Jacks	WIOC
Marcus	Higgins	AECC UC
Tanya	Read	WIOC
David	Elliott	AECC UC
Nigel Jie Jiun	Chin	WIOC
William	Wong	WIOC
Isaac	Fellick	WIOC
Luke	Griffiths	AECC UC
Lee	Johnson	AECC UC

PAPER E

<u>Forename</u>	<u>Surname</u>	<u>University</u>
Sam	Williamson	WIOC
Richard	Penn	AECC UC
Charles	Bertoia	AECC UC
Aaron	Gaur	WIOC
Mollie	Lester	AECC UC
Jana	Mackova	WIOC
Michael	Pride	WIOC
Wiebke	Reichert	WIOC
Leah	Jacobs	WIOC
Samantha	Allen	WIOC
Charlotte	Cole	AECC UC
Despina	Hadjizacharia	WIOC
George	Perry	WIOC
Kathryn	Davis	WIOC
Daniel	Rampling	AECC UC
Lucy	Thomas	AECC UC
Ashley	Jones	AECC UC
Melanie	Craig	University of Johannesburg
James	Curry	Murdoch University
Marcin	Dochnal	AECC UC
Matthew	Glancy	WIOC
Christopher	Julian	Macquarie University
Christopher	Wood	McTimoney College of Chiropractic
Luke	Neal	WIOC
Olivia	Horne	AECC UC
Reza	Piroozan	WIOC

PAPER F

To: The Members
From: BCA Council
Subject: Proposed Change to Council Governance
Date: 13th October 2018



I Introduction

Current Governance of the BCA Council is as follows.:

The BCA Council consists of nine members: four Officers (President, Vice President, Secretary and Treasurer) and five non-officer members.

There is provision for non-voting lay members to be on Council, and Council has utilised this for the first time this year. Lay Members are appointed by Council for 1-year terms.

All voting Council members are elected annually for one-year terms other than the President who is elected for a two-year term.

II Issues

Council has assessed the Governance of our Association a number of times in the past few years, highlighting issues that exist and considering how it should manage them. These issues include the following:

- BCA Council has seen a limited turnover of both officer and non-officer members, which it considers is not in the BCA's best interests. Whilst Council recognises with gratitude the long service given by members to the Association, the relative lack of new faces means that some well-qualified individuals have been dissuaded from standing for Council membership
- There is a lack of succession planning. We must be able to develop newer members of Council and allow them to acquire the relevant knowledge and skills to progress to Officer roles. With one-year terms, we potentially lose a younger and perhaps lesser known member of Council before they have been allowed a chance to develop these competences.
- One-year terms also mean that there is potential for a President to commence or continue a term of office with a completely new Council. As such, there is insufficient opportunity to develop a cohesive Council and an effective team with the potential for severe dilution of institutional memory and knowledge of current issues. This can be detrimental to work that is ongoing.
- With the entirety of Council being made up of BCA members and therefore chiropractors, it has the potential to be lacking in specialist expertise and knowledge that could be hugely beneficial to the Association
- Members unable to attend an AGM have no means by which to cast a proxy vote. This is not considered in line with best practice.

Council has considered these issues and has developed proposals to address them. These have been circulated to the BCA membership and feedback has been acquired. Based on this feedback, Council's considered opinion and the advice of a solicitor specialising in constitutional law the following recommendations are made.

A summary of the Membership consultation, can be seen in **Annexe A** summarising the findings, explaining the proposals below and commenting on the process. Council is unanimous in its support of these recommendations.

III Recommendations

Council Terms and Reference:

All members of Council shall on appointment become Directors of the Company. Council will henceforth be referred to as the Board of Directors.

Duration of office for all Directors of the Board shall normally be two years (Any co-option/election of a Board Member on vacation of office by another shall be for the remainder of the original member's elected term)

Directors may normally serve 8 years within a 12 - year period

PAPER F

Council Structure:

Three members of the Board of Directors will be elected to Officer roles: President, Vice President and Treasurer

The role of Company Secretary shall be undertaken by the CEO (this is not a Board position)

Nominations for the Officer posts shall be drawn from those currently serving on the Board

Five members of the Board of Directors will be elected to Non-Officer positions (as per current process)

One Director will be co-opted to the Board, this will be a lay member (Non-chiropractor) and will be a voting non-officer board member. This will replace the provision for two non-voting lay members to be co-opted to the Board

Proxy Voting:

Proxy Voting to be permitted at AGM on agenda items

IV Decision required

The membership is asked to approve these recommendations

V Next steps

Should the membership approve these changes, the BCA's Memorandum and Articles of Association will be amended accordingly

Person Specification for the Lay Member of the Board will be drafted and an application process undertaken

These changes will be applied immediately, meaning that the 2019 elections will be conducted under these new rules

PAPER G

To: The Members
From: BCA Council
Subject: Changes to Membership categories
Date: 13th October 2018



I Introduction

Semi Active membership is referenced in the BCA Memorandum and Articles of Association as follows:

10. SEMI ACTIVE MEMBERSHIP

A person eligible for Full membership may at the discretion of the Board become a Semi-Active member (whether or not previously in another category of membership of the Association) if suffering hardship outside his control or any other circumstances which the Board considers merits the status of Semi-Active membership. In particular those circumstances may include employment or similar status as a member of an academic institution. The Board will review each year the criteria for semi-active membership and the status of semi-active members.

'Semi-Active' membership status has historically been awarded on a case-by-case basis and, following an analysis of the assessment procedure, Council has determined that there is currently little consistency of approach. Council therefore decided to undertake a review in order to enable better understanding of, transparency for and access to a 'semi-active' membership rate of BCA subscriptions. This review has been conducted by Council with consideration given to those who have historically qualified for semi active membership and with advice from the BCA insurance brokers Lloyd and Whyte.

II Issues

The BCA wishes to support its members who are experiencing temporary hardship by offering a reduced cost of membership. However, it is mindful that it must ensure that the system is fair to all and enable the BCA to continue its delivery of services to all members in an effective and efficient manner.

Council has become aware that there are no effective policies or procedures in place to manage this membership category and that there is ambiguity around the criteria. Some members have been unaware that they are able to access this rate of membership. This is an undesirable state of affairs.

The Insurance Distribution Directive is a new European directive that replaces the Insurance Mediation Directive. Organisations such as the BCA who have been carrying on insurance distribution activities have had to change the way they work. This provision gives the BCA the opportunity to develop insurance products with Lloyd and Whyte that are appropriate for members working fewer hours than the standard working week. Council considers that there must be clear criteria on what constitutes a part-time member to ensure that insurance coverable is adequate. For example, there will be instances where members may qualify for a part time insurance product but not a concessionary rate, or conversely, a full-time insurance product may be necessary, but the member qualifies for a concessionary rate of membership.

However, Council wishes to make it clear that the purpose of this paper is to relate to membership subscriptions ONLY and not the provision of any part time insurance product.

Council has discussed this and wishes to make the following recommendations:

III Recommendations

❖ The clause:

10. SEMI-ACTIVE MEMBERS (as above)

To be removed and replaced with:

PAPER G

CONCESSIONARY RATES OF MEMBERSHIP

A person eligible for Full or Provisional membership may at the discretion of Council be eligible for a Concessionary rate of membership (whether or not previously in another category of membership of the Association) if it is considered that they are suffering hardship outside their control or any other circumstances which Council considers merits the status of a concessionary membership subscription. Council will review each year the criteria for entitlement to Concessionary membership subscriptions and the eligibility of those on this rate, which will be subject to application according to terms that will be set from time to time by Council.

❖ **The clause:**

17. RIGHTS OF SPECIFIC CLASSES OF MEMBERS

1. Semi-active members have all the rights and privileges of a Full member.

To be replaced with:

17.1 Members whose subscriptions are subject to a concessionary rate will retain all rights and privileges of their membership category (i.e. Full or Provisional)

IV Decision required

The membership is asked to approve these recommendations

V Next steps

Should the membership approve these changes, the BCA's Memorandum and Articles of Association will be amended accordingly

Council will review its policy annually with respect to criteria for Concessionary subscriptions. The Policy developed by Council which will come into effect with the approval of these recommendations for the year 2019 is below:

Fees for all membership categories will be approved by the membership each year at AGM

BCA Policy on Concessionary rates of Membership 2019

The following members will be eligible for a concessionary rate of membership subscriptions to be approved each year by the membership at AGM):

Automatically applied:

- Member with year of Graduation (WEF June/July of that year)
- Member with year of Graduation +1
- Member with year of Graduation +2
- Member with year of Graduation +3

On application, at the discretion of Council:

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- Member taking Maternity/Paternity Leave (whilst claiming statutory maternity/paternity leave or shared parental leave)
- Member experiencing hardship outside their control in exceptional cases (such as phased return to work following long term sickness, compassionate care of an immediate relative, etc.)
- A member who has been a continuous Full Member of the BCA for 50 years or more

If a member believes they meet any of the criteria for Concessionary membership subscriptions, they may formally apply to the Association

Concessionary Rates of membership are effective for 12 months only and are subject to reapplication and review on an annual basis.

PAPER H

To: The Members
From: Mark Rawden, CEO
Subject: Revised M&As
Date: 13th October 2018



Introduction

Council recently ran a very comprehensive consultation process to consult members on possible changes to governance of the association (a summary of the process and its outcome is in Annex A) - this attracted a high level of engagement from members.

Following this consultation Council engaged a specialist lawyer to draft a revised set of M&As (attached below) and Council strongly recommends that this AGM ratify their adoption.

The new M&A are informed not only by the governance consultation but also by changes in legal requirements since the previous set was adopted. For example, the contents of the existing Memorandum are now included in the proposed Articles, as required by the Companies Acts and other administrative changes have been made in accordance with current best practice. For example, the term Council Member is replaced by a more accurate and appropriate "Director".

Recommendations:

Papers F and G have addressed the specific changes in relation to Council governance and membership categories. This paper addresses proposed changes to more general administrative matters:

Clause 12

This clause stipulates maximum terms for all Directors and the process following the removal of a Director from the Board, including that a term of four years must pass before a Director that has been removed from the board may re stand.

Clause 18

This clause outlines more clearly the expectations of Board members and the reason for which a member may be removed from the Board of Directors.

Clause 24

This clause now clearly delineates the process and rationale for dealing with Conflicts of Interest of Board Directors.

Clause 27

This clause relates to the changes in how the Association is to elect its Board of Directors. These rules will come into effect for the 2019 elections.

Clause 29

This clause removes the requirement for the post of Company Secretary to be filled by a Director. The duties of a Company Secretary (outlined in paper F) can be, and often are, fulfilled by a Chief Executive or Company Accountant.

Clause 40

PAPER H

This clause simplifies the process of dealing with applications for concessionary membership; It also gives the Board more discretion to allow such applications. This removes the category of Semi Active membership.

Clause 53

This clause simplifies and streamlines the highest level of disciplinary sanction available. The process of removing a member from the Association has so far provided no discretion should there be circumstances which would normally result in expulsion but have occurred for reasons which do not warrant expulsion. For example, a member being temporarily removed from the GCC register for failure to pay fees on time.

Clause 66

This clause allows members to appoint proxies to vote on their behalf at meetings, bringing us into line with current best practice. As outlined in paper F, organisations such as the ERS are able to perform this service.

The proposed new M&As are attached as Annexe B

Recommendation:

The membership is asked to accept the above recommendations and adopt the new Memorandum and Articles of Association

Next Steps

Should the membership approve these changes, the BCA's Memorandum and Articles of Association will be amended accordingly and replaced with those presented in Annexe B



Annexe A

Feedback from the BCA Members Governance Survey

As President of the British Chiropractic Association, I want to thank you for giving those of us on Council the ability to serve you better by taking the time to fill in our recent survey. We appreciate your membership of the BCA and want to make sure that we meet all your expectations while continually attempting to improve how we do this.

Catherine Quinn
BCA President

Why did we create a survey?

The policies and processes of the BCA are governed by a document called the Memorandums and Articles of the Association (M&As). The memorandum of association is the document that sets up a company (the BCA) and the articles of association set out how that company is run, governed and owned. The articles of association will therefore include the responsibilities and powers of the Directors (the Executive/Council) and the means by which the members establish their Board of Directors and maintain accountability.

The articles of our association have not been updated since 2006 and therefore many elements of the document are not fit for purpose nor in line with current best practice. Additionally, Council had identified issues with how we manage the protection of corporate memory whilst ensuring that we see more members willing to put themselves forward for committee roles and Council positions allowing us to develop our future leaders.

By helping us to gain an idea of how you wish to be governed, we have been able to take this feedback and compile some proposals to make updates to the M&As which will positively impact the BCA for years to come.

What did we find out?

There is tremendous support (76-91%) for the suggestions which were put forward, and each of those suggestions were accompanied by detailed comments which we have found most helpful. With this feedback Council has now spent time assessing how best to move a proposal forward. It is clear from the feedback gained that overall the membership desires a change towards modernising how we function in order to retain a fair and representative Council. A full summary on each suggestion is included below.

What are we going to do now?

Council has spent time assessing this feedback and taking advice externally. We have discussed this and have developed the following proposals to be brought to the 2018 AGM. Council is of the opinion that the following suggestions are supported by the membership based on the survey feedback and that the further detailed gain from comments have been considered and addressed in this document.

- Duration of office for Council members is two years (Any co-option/election on vacation of office will be for the remainder of the original member's elected term)
- All members of Council to become Directors of the Company, Council is to be referred to as the Board of Directors
- Board members may normally serve 8 years within a 12 - year period
- Voting right for 1 Lay Member with a one-year term. This Member will be appointed by the Board
- Three members of the Board of Directors will be elected to Executive Officer roles: President, Vice President and Treasurer
- Nominations for the Executive Officer posts will normally be drawn from those currently serving on the Board
- Proxy Voting to be permitted at AGM

Should these proposals be accepted at the 2018 AGM the next steps will be to develop new job descriptions for the Executive Officers and the Lay Member plus a person specification for the Lay Member of the Board.

Below you will find each suggestion and a selection of the comments we received, with explanations to concerns raised where needed:

1. SUGGESTION: BCA Council 'chiropractor' members to be elected for three-year terms

86% of members were in favour of this suggestion

"Good idea, it certainly takes time to get up to speed with everything"

"In theory I agree but in the hypothetical scenario where for some reason this member is contentious, perhaps council could reserve the right for re-election of another?"

"Two years would be a better middle ground, and hopefully make it easier for "fresh faces" to join"

The majority of comments were surrounding the question of whether two or three years would be preferable when addressing the issue of continuity; Council will of course consider this. To answer the comments regarding a "no confidence mechanism", this is already in place and would be standard part of the M&As. Should a Council member fail to undertake their duties or be deemed by the Council to be acting in a manner not in the best interests of the BCA, then that Council member may be removed from their post by a two thirds majority of Council. This rule would remain.

2. SUGGESTION: Only those serving on Council in the previous term may stand for an Executive Officer role.

75% of members were in favour of this suggestion

"Current knowledge of issues"

"Presidents, whether of the US or the BCA, need an experienced committee behind them able to give good advice. Therefore, a completely new committee would not be a good thing"

"That might exclude talent that has previous experience on the council to be elected"

The thinking behind this suggestion, is that it is the cleanest way to ensure that a small number of Directors have up-to-date knowledge and understanding of the issues being tackled. To answer the concern on excluding talent, all Non-Executive positions on Council would be open to all eligible members so there would always be the opportunity for a member with past experience to stand and contribute. No major decisions are taken by the Executive, this group exists to perform specific duties as directed by Council well as provide support to President.

3. SUGGESTION: Staggered introduction of three-year terms would mean that around only 1/3 of Council would change each year.

87% of members were in favour of this suggestion

"I agree with the logic, but wonder whether there would be election fatigue from BCA members with elections for 1/3 council every year?"

"Unsure, would voting each year be tedious for BCA members. How long would a BCA council member have to be in position before progressing to executive member?"

"I agree with the principle of a staggered introduction of a longer term, but as I answered previously, I believe a two-year term would be better."

Even amongst those in agreement with this suggestion, there was a concern regarding 'election fatigue' and having given this some thought as a Council and taking external advice, the only way to make this suggestion viable would be to have Council elect its own Executive. This does not match with the feedback from members who have indicated that they would want to be able to elect those positions.

Based on the above, it is clear from the comments that members value a need for some experience to remain on Council as each year passes but that there is also a desire to elect the Executive Directors. The most effective way to ensure this is to draw nominations for the Executive positions from the existing board. It would mean that all Executive members normally have a minimum of two years' experience before stepping up, ensuring more continuity and protection of corporate memory. Should a situation arise where no one stands for these positions then the Council will co-opt members to these positions.

4. SUGGESTION: Maximum time on Council be limited to 9 years within a fifteen-year period.

82% of members were in favour of this suggestion

"What happens if you don't get anybody to stand?"

"Great idea unless you are struggling to find willing victims"

"If someone wants to serve for longer, let them do so"

"Always important to get newer members on board & prevent the same faces from being continuously elected"

"I think 9 years is still too long and 6 years might be more appropriate (within a 12-year period)"

"In exceptional circumstances, some Council members have distinct skills, qualifications or external contacts not found elsewhere in the profession"

"There must be a maximum set - but 9 years within a 12-year period might provide the best of two worlds"

We found this to be the one of the most interesting sections of feedback to read. Whilst there is 82% support for a maximum term on Council, the comments vary from suggesting that this be both a longer and shorter term than suggested! This comment stood out for us, **'However, those with special relevant knowledge should still be able to make an input after this time'**. This is certainly the case and exactly why it is important to see new members in these representative roles. Those on Council are certainly not the limit of members who can contribute their experience and knowledge to the Association. Council would be very pleased to see more members contributing via committees and working groups. Council is in place to represent the views of the membership and take decisions which set a direction. Committees and working groups, with the guidance and support of our CEO and staff are then in place to undertake the tasks needed to achieve this. We are in a position as an Association where Council will quite often take on both roles. Council would like to see more members taking on tasks, for example on sub-committees and use their relevant and specialist skills and knowledge to really make a difference and assist Council by making recommendations.

5. SUGGESTION: Lay members be given a vote so that the BCA may attract the best calibre candidates with experience that will both aid the profession and our membership. Council see that this will add breadth of expertise to BCA Council and ensure it is maintaining best practice

83% of members were in favour of this suggestion

6. SUGGESTION: We move to a combination of elected chiropractors and one or two appointed lay members. i.e. 7+2 or 8+1.

88% of members were in favour of this suggestion

"The governance of their appointment needs to be rigorous"

"Could be ok but who are they and how do members know how to weigh their influence and effectiveness?"

"So long as the lay members are well versed in the ways of chiropractic and understand the challenges we face, not only politically but also in the field"

"Lay member who can vote should be only registered professionals e.g. Medical, legal to ensure competence and limited to 1 on council"

"Agree - It is better we don't get caught naval gazing"

"Yes, chiropractors are too often insular, we are poor at perceiving beyond our perspective and need advice to do this"

"This is essential! People behave better when there is an outside influence. This outside influence will bring specialist experience"

"We will hear their opinions and ideas. If they are opinions and ideas that WE think may be beneficial for us we may implement them. But NEVER let them have a vote. It is our association. WE DECIDE"

"Is 2 enough? would 3 be better?"

"There should always be more chiropractors than lay members in the council"

"The whole profession needs more outside perspective"

"Don't like the idea of a single lay member, + 2 sounds better"

"But members should be involved where possible in debate over major issues"

"Or 6+3! Lots of lay people knowledgeable about chiropractic"

This was also a very interesting section to read. With 83% in favour of the suggestion it is clear that the membership values the contributions that can be gained from engaging with individuals from outside the profession. To answer some of the concerns, the appointment of any voting lay member of the board would be rigorous. A person specification would be developed by Council which considers the feedback gained from the membership as well as advice from similar membership bodies. By engaging with external experts in fields such as regulation, health care policy, business and law we ensure that Council is best advised and aware of external opportunities and threats. The suggestion would be that any 'lay' members are appointed for two-year terms and would be subject to the same scrutiny as any other members of the board. As with any member of Council, they may be removed by two thirds vote of Council. Appointing a lay member for two years allows for institutional memory and consistency to be built within the Council as well as given a return for a robust application and appointments process.

7. SUGGESTION: The new Executive to consist of: President, Vice-President, and Treasurer. This change will regularise the position of CEO as Company Secretary

91% of members were in favour of this suggestion

"Ultimately may agree, but what is the role of the secretary supposed to consist of?"

"As long as this doesn't make for too much work for the other positions. They still need to be able to focus on their own roles"

"Seems fair, so long as it doesn't put too much power in the hands of one individual"

The role of Secretary on the Council currently has the specific duties to ensure compliance with the Association's Memorandum and Articles and assist the Chief Executive Officer in any review of Memorandum and Articles. Additionally, in conjunction with Council members and the CEO, to liaise with the Chiropractic Educational Institutions and Student Bodies. Both of these duties may be performed between the Council members and particularly in respect to the engagement with Colleges and Students, the Student Committee is to become increasingly active in this respect. Ensuring compliance with the M&As is the duty of the CEO alongside ensuring compliance with Company Law. The CEO is then accountable to each Council member. The duties of Company Secretary, which must be performed, include updating Companies House and ensuring that appropriate policies and records are in place. Council will review the role of all Executive Officers and that of Council to ensure that there is fair division of responsibility. One concern raised was: **"The secretary should be overseeing the CEO"**. The line manager for the CEO is the President, and as stated, the CEO is accountable to Council.

8. SUGGESTION: All full BCA members to be given the option of appointing a proxy to cast their vote at meetings

91% of members were in favour of this suggestion

"I can also see no reason why postal and online voting shouldn't be allowed – and why members can't attend the meeting by Skype. This is 2018!"

"If there is an important matter, members should attend a meeting"

"Strongly agree - thank you!"

"There must be a cut-off date for the appointment. Not more than one proxy per attending voter"

"Only for issues that are on the agenda. Perhaps an online version instead?"

"If members genuinely care so much, they should come to meetings and vote themselves"

"Not all members can attend the AGM due to large distance to travel, cost etc... but their vote is no less valid"

"Only for voting matters brought by council"

Proxy voting is a means of ensuring that all eligible members of an organisation have an opportunity to vote on matters for decision proposed to a General Annual Meeting (AGM). Proxy voting works by enabling Members who are entitled to vote but are not able to attend the AGM in person to appoint another Member as their Proxy who will attend the meeting to vote on their behalf.

It is usual for a majority of voters to appoint the Chair of the Meeting as their Proxy, because his or her presence at the meeting is guaranteed, but a Member may appoint any other Member who is eligible to vote as their Proxy at their discretion. Given our recent positive experience of using the Electoral Reform Services for our election process, it is possible to use services such as this to facilitate a proxy vote online. This way members can cast their vote prior to the meeting. Current best practice dictates that proxy voting would only be applicable to agenda items (not those raised from the floor).

THE COMPANIES ACT 2006

PRIVATE ASSOCIATION LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
OF
BRITISH CHIROPRACTIC ASSOCIATION
(Association number 01781531)**

(Adopted by special resolution passed on _____ 2018)



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Conflict: means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Association;

director: means a director of the Association and includes any person occupying the position of director, by whatever name called;

document: includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form: has the meaning given in section 1168 of the Act;

Eligible Director: means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 24, any director whose vote is not to be counted in respect of the particular matter);

Full Members: those members referred to in Article 32.1;

Interested Director: has the meaning given in Article 24;

Member: means a person whose name is entered in the Register of Members of the Association and **Membership** shall be construed accordingly; and

Model Articles: means the model Articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles and reference to a numbered "**Model Article**" is a reference to that Article of the Model Articles;

non-officer directors: those members of the Board appointed in accordance with Articles 11 and 13;

officers: those person specified in Article 26;

ordinary resolution: has the meaning given in section 282 of the Act;

participate: in relation to a director's meeting, has the meaning given in Model Article 10;

President: the person elected as President in accordance with Articles 26, 27 and 28;

proxy notice: has the meaning given in Model Article 31;

scrutineers: two independent persons or an independent body appointed by the Board in relation to any elections;

secretary: means the secretary of the Association and any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;

Special Members: those members referred to in Article 32.2;

special resolution: has the meaning given in section 283 of the Act;

subsidiary: has the meaning given in section 1159 of the Act;

Treasurer: the person elected as Treasurer in accordance with Articles 26, 27 and 28;

Vice President: the person elected as Vice President in accordance with Articles 26, 27 and 28;

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 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an **Article** is a reference to the relevant Article of these Articles unless expressly provided otherwise.

Annexe B

- 1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.6 Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7 The Model Articles shall apply to the Association, except in so far as they are modified or excluded by these Articles.
- 1.8 The following Model Articles shall not apply to the Association:
- (a) 1 (Defined terms);
 - (b) 2 (Liability of Members);
 - (c) 8 (Unanimous decisions);
 - (d) 9(1) and (3) (Calling a directors' meeting);
 - (e) 11(2) and (3) (Quorum for directors' meeting);
 - (f) 13 (Casting vote);
 - (g) 14 (1), (2), (3) and (4) (Conflicts of interest);
 - (h) 17(2) (Methods of appointing directors);
 - (i) 21 (Applications for membership);
 - (j) 22(1) (Termination of membership);
 - (k) 23(4) and 23(5) (Attendance at meetings);
 - (l) 25 (Chairing general meetings);
 - (m) 30(4) (Poll votes);
 - (n) 31(1)(d) (Content of proxy notices);
 - (o) 35 (Association seals);
 - (p) 38 (Indemnity);
 - (q) 39 (Insurance).
- 1.9 Model Article 3 (Directors' general authority) shall be amended by the insertion of the words "in accordance with its objects" after the words "the management of the Association's business".
- 1.10 Model Article 7 (Directors to take decisions collectively) shall be amended by:

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- (a) the insertion of the words "for the time being" at the end of Model Article 7(2)(a); and
- (b) the insertion in Model Article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may".

2. NAME

The name of the Association is the "British Chiropractic Association".

3. REGISTERED OFFICE

The registered office of the Association is to be in the United Kingdom.

4. OBJECTS

The objects for which the Association is established are, with a view to the benefit of the community at large, to promote and encourage -

1. the practice and application of chiropractic and allied sciences;
2. further education and life time continuing training and learning in the principles, practice and application of chiropractic and allied sciences;
3. the development of chiropractic and allied sciences and their representation and promotion on behalf of members and within the public domain; and
4. maintenance of the honour and interests of the profession of chiropractic.

5. POWERS

In order to achieve the objects but not otherwise, the Association may -

1. take over and hold the whole of the real and personal property held by or on behalf of the corporate body known as the "British Chiropractic Association";
2. encourage and promote the study of chiropractic and its allied sciences and encourage members to participate in life time learning and continuing training to develop and maintain standards of competence;
3. represent and support chiropractors who are members of the Association, when their competence and conduct is called into question

by the General Chiropractic Council if the Directors think it right to do so;

4. maintain a register of chiropractors who are members of the Association;
5. ensure appropriate standards of conduct as laid down in the Association's Code of Conduct.
6.
 - (a) maintain and develop the Association's members as the providers of the highest standards of chiropractic care;
 - (b) increase awareness and uptake of the Association's chiropractic as a safe and effective treatment amongst the public, healthcare professionals and external agencies.
7. associate with or affiliate to any association or institution with objects which are wholly or partly similar to those of the Association and the application of whose income and property is restricted in the same way as the application of the income and property of the Association under this Memorandum of Association; pay any necessary subscriptions in respect of that association or affiliation; and establish, subsidise, promote, co-operate with or affiliate with any such association or institution;
8. promote and assist in securing legislation in the interests of chiropractic and the development of the profession in the United Kingdom and to effect improvements in external links with the chiropractic profession and to improve access to chiropractic care;
9. carry out promotional work for the Association and its members;
10. collate and distribute relevant information to its members;
11. provide an insurance scheme for its members against any claim against a member arising from the performance of his professional duties as a chiropractor;
12. buy, lease or deal in any other way with any real or personal property or any rights or privileges necessary or convenient for the purposes of the Association and to build, alter and maintain any buildings required for the purposes of the Association;
13. sell, improve, manage or deal in any other way with all or any part of the property of the Association;
14. borrow any money required for the purposes of the Association;
15. invest any spare money of the Association in any way it decides;

16. represent the Association's members in relations with other professions, government departments and agencies, the General Chiropractic Council and all other public and local authorities nationally and internationally;
17. establish, manage or contribute to any charitable or benevolent fund from which gifts or loans may be made to chiropractic professionals or their dependants;
18. to do anything else which may help achieve the objects as long as -
 - (a) any property of the Association is bound by a trust, that property must be dealt with according to the trust deed;
 - (b) the Association does not regulate relationships between employers and workers or their respective organisations;
 - (c) the Association obtains any property under the jurisdiction of the Charity Commissioners, it must not deal with that property without getting the necessary approvals; the Board of the Association will be personally responsible for their actions in dealing with that property as if the Association had not been incorporated.

6. APPLICATION OF INCOME AND PROPERTY

Any money or property of the Association may be applied only towards the objects of the Association set out in Article 4. It may not be given to any member of the Association in any way unless the payment is -

- (a) reasonable pay for any work done by a member for the Association;
- (b) reasonable interest on any loan made by a member to the Association; or
- (c) reasonable fair rent on any property let by a member to the Association.

7. CONTRAVENTION OF ARTICLE 6

If any member of the Association pays or receives any money or property in contravention of Article 6, the liability of each of those members and of every director will be unlimited.

8. CONTRIBUTION ON WINDING-UP

If the Association is wound up, every member of the Association and every person who was a member up to one year before the winding-up or dissolution will pay up to £1 towards the debts of the Association, the costs of the winding-up and adjusting the

amounts of money due as between the members. This does not apply to a member whose liability has become unlimited under Article 6.

9. APPLICATION OF SURPLUS ON WINDING-UP

If the Association is wound up or dissolved and there is a surplus left after paying all its debts, that surplus will not be distributed among the members but instead given to another body, decided on by the members, which has objects similar to the Association's. The body concerned must not allow its money or property to be given to its members to any greater extent than under Article 6. If no such body can be found, the surplus will be given to a registered charity.

10. THE BOARD

1. The minimum number of directors is five and the maximum number of directors is nine.
2. The Board shall consist of the following persons: -
 - (a) The President appointed in accordance with Articles 27 and 28;
 - (b) The Vice President appointed in accordance with Articles 27 and 28;
 - (c) The Treasurer appointed in accordance with Articles 27 and 28;
 - (d) Five persons elected by the members in accordance with Article 11;
 - (e) Up to one person co-opted by a resolution of the Board to be members of the Board in accordance with Article 14.

11. APPOINTMENT OF NON-OFFICER DIRECTORS

Subject to Article 13 the five non-officer directors who are not co-opted must be elected at the same time and in the same manner as the officers of the Association.

12. TERMINATION OF DIRECTORS AND ELIGIBILITY FOR APPOINTMENT

1. The term of office of any non-officer directors may be terminated by a vote of two thirds majority of the voting members of the Board, if that officer or member has failed to reasonably participate in the management of the affairs of the Board; and/or acts in a manner which is deemed by the Board to be contrary to

the best interests of the Board and/or the Board). The membership will be informed of any such decision and the reasons for it soon as reasonably possible unless the matter is referred for disciplinary proceedings.

2. If a person has either:

(a) Resigned or been removed as a director; or

(b) Served four consecutive periods of two years as a non-officer director

a period of not less than four years must elapse before such a person may be elected or appointed for any further period as a non-officer director. For the purpose of this Article a period of one year shall be deemed to include the period between two successive Annual General Meetings.

13. ELECTION AND RETIREMENT OF NON-OFFICER DIRECTORS

1. At the first Annual General Meeting following the date of adoption of these Articles all the non-officer directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors.

2.

(a) Each non-officer director shall be elected for two years.

(b) For the purpose of these Articles the period between two successive Annual General Meetings shall be deemed to be a period of one year.

(c) If a non-officer director is required to retire at an Annual General Meeting by a provision of the Articles the retirement shall take effect upon the conclusion of the meeting.

14. APPOINTMENT OF CO-OPTED DIRECTORS

1. A director appointed by a resolution of the other directors pursuant to Article 10.2(e) must retire at the next Annual General Meeting.

2. The appointment of a director, by the Board must not cause the number of directors to exceed any number fixed as the maximum number of directors.
3. The co-option of an additional member of the Board may take place in accordance with Article 10.2(e) by a resolution of the Board at any time, subject to Article 14.4 and in the manner therein provided.
4. The director co-opted in accordance with Article 10.2(e) shall be a lay person not practicing chiropractic in the United Kingdom of Great Britain and Northern Ireland; the Channel Islands; Isle of Man or Gibraltar.

15. CASUAL VACANCIES

1. In addition to its power under Article 10.2(e) to co-opt one additional director, the Board may from time to time appoint any Member to fill a Casual Vacancy among the directors and in considering whether or not to approve a person for such appointment the Board shall have regard to the need to have a broad representation of Members' interests on the Board.
2. A person appointed under Article 15.1 shall hold office for the term of office of the director whose departure from the Board has caused the Casual Vacancy to arise. The person so appointed shall be deemed to have served the full term of office of the director whose departure from the Board has caused the Casual Vacancy to arise.

16. OBJECTIVES AND TERMS OF REFERENCE OF BOARD

The responsibility of the Board is to develop policy, to maintain and implement the business plan of the Association and to provide direction to the committees and discharge all of the legal responsibilities of the Association acting at all times in the best interest of the Association and its Members.

17. POWERS AND PROCEDURES OF THE BOARD

1. Subject to the provisions of the Act, and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the Board who may exercise all the powers of the Association. The Board shall have absolute control over all the affairs and property of the Association and shall prescribe, alter or cancel rules for the regulation of the Association and of the committees thereof (provided that no rule so prescribed, altered or cancelled shall amount to such an alteration of or addition to these Articles as could only legally be made by a special resolution).

2. The Board may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as it determines, including authority for the agent to delegate any of its power.
3. The Board may regulate its own procedure.
4. The Board may exercise all such powers of the Association as are not by the Act or by these Articles, require to be exercised by the Association in General Meeting, or by these Articles expressly stated to be exercisable with the authority of a General Meeting, subject nevertheless to any provisions of these Articles and to the provisions of the Statutes, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
5. No act done by the Board, whether beyond the powers of the Board or not, which shall receive the express or implied sanction of the members in General Meeting shall, if it be within the powers of the Association, be afterwards impeached by any member of the Association, on any ground whatsoever, but shall be deemed to be an act of the Association.
6. All acts done by any meeting of the Board or by any person acting as a member of the Board shall notwithstanding that it afterwards be discovered that there was some defect in the appointment of any such Board member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if such person had been duly appointed and was qualified to be a member of the Board.
7. The Board may invite the chairs or representatives of any committee to report on their activities, at meetings of the Board.

18. REMOVAL OF MEMBERS OF THE BOARD

1. The office of a member of the Board shall be vacated if:
 - (a) he or she abstains without leave of the Board from attending the meetings of the Board on three consecutive occasions;
 - (b) he or she is deemed by the Board (other than the relevant member of the Board) to have acted in a manner which is contrary to the best interests of the Association; or
 - (c) he or she ceases to be a Full Member.
2. A resolution of the Board declaring a member of the Board to be re-qualified to serve as a director shall be conclusive as to that fact.

19. UNANIMOUS DECISIONS

1. A decision of the directors is taken in accordance with this Article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.
2. Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.
3. A decision may not be taken in accordance with this Article if the Eligible Directors would not have formed a quorum at such a meeting.

20. CALLING A DIRECTORS' MEETING

1. Any director may call a directors' meeting by giving not less than 10 Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the secretary (if any) to give such notice.
2. Notice of a directors' meeting shall be given to each director in writing.
3. A director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the directors' meeting.

21. QUORUM FOR DIRECTORS' MEETINGS

1. Subject to Article 21.2, the quorum for the transaction of business at a meeting of directors is any five Eligible Directors.
2. For the purposes of any meeting (or part of a meeting) held pursuant to Article 24 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.
3. If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:
 - (a) to appoint further directors; or
 - (b) to call a general meeting so as to enable the Members to appoint further directors.

22. CASTING VOTE

1. If the numbers of votes for and against a proposal at a meeting of directors are equal, the President or other director chairing the meeting has a casting vote.
2. Article 22.1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman or other director is not an Eligible Director for the purposes of that meeting (or part of a meeting).

23. CHAIRMAN OF BOARD

The chairman of the Board is the President of the Association or in his absence the Vice President. If both of them are absent, the chairman of the Board will be the Treasurer. In the absence of all these officers those present will elect a chairman by simple majority on a show of hands.

24. DIRECTORS' CONFLICTS OF INTEREST

1. The directors may, in accordance with the requirements set out in this Article, authorise any Conflict proposed to them by any director which would, if not authorised, involve a director (an Interested Director) breaching his duty to avoid conflicts of interest under section 175 of the Act.
2. Any authorisation under this Article 24 shall be effective only if:
 - (a) the matter in question shall have been proposed by any director for consideration in the same way that any other matter may be proposed to the directors under the provisions of these Articles or in such other manner as the directors may determine;
 - (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
 - (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
3. Any authorisation of a Conflict under this *Article 24* may (whether at the time of giving the authorisation or subsequently):

- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - (b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the directors or otherwise) related to the Conflict;
 - (c) provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the directors in relation to any resolution related to the Conflict;
 - (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the directors think fit;
 - (e) provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a director of the Association) information that is confidential to a third party, he shall not be obliged to disclose that information to the Association, or to use it in relation to the Association's affairs where to do so would amount to a breach of that confidence; and
 - (f) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the directors and be excused from reviewing papers prepared by, or for, the directors to the extent they relate to such matters.
4. Where the directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the directors in relation to the Conflict.
5. The directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
6. A director is not required, by reason of being a director (or because of the fiduciary relationship established by reason of being a director), to account to the Association for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the directors in accordance with these Articles or by the Association in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

7. Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Association:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise (directly or indirectly) interested;
 - (b) shall be an Eligible Director for the purposes of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
 - (c) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
 - (d) may act by himself or his firm in a professional capacity for the Association (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
 - (e) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Association is otherwise (directly or indirectly) interested; and
 - (f) shall not, save as he may otherwise agree, be accountable to the Association for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.
8. (i) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

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- a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interest in the circumstances applying.
- (ii) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a director or indirect benefit of any nature to a director or to a connected person.

25. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

26. OFFICERS OF THE ASSOCIATION

1. The officers of the Association are the President, the Vice President and the Treasurer.
2. The Immediate Past President means the President who held office for the year immediately preceding the present year of office. He will sit, but have no voting rights on the Board.
3. All officers must be Full Members of the Association.

27. DURATION OF OFFICE

1. At the first Annual General Meeting following the date of adoption of these Articles all of the officers shall retire from office and shall be elected for two years, subject in each case to the provisions of these Articles and the Companies Acts. Thereafter each of the officers are elected for two year terms.
2. All the officers may be re-elected upon retirement in accordance with Article 27.1 but if the President has held that office for four years then in any immediately subsequent re-election at least a two thirds majority of the members voting is required for him or her to be re-elected. In such a case, there shall always be such an

election even if the officer concerned is the only nominee for the post.

3. The term of office of an officer may be terminated by a vote of two thirds majority of the voting members of the Board, if that officer or member has failed to reasonably participate in the management of the affairs of the Board; and/or acts in a manner which is deemed by Board to be contrary to the best interests of the Board and/or the Association. The membership will be informed of any such decision and the reasons for it as soon as reasonably possible, unless the matter is referred for disciplinary proceedings.
4. In the event that for any reason an officer ceases to be an officer before he or she has served a full term of office the Board shall co-opt a person to replace such officer for the remainder of the term of office.

28. ELECTION OF OFFICERS

1. The officers will be elected by a postal or electronic ballot (at the discretion of the Board) of all eligible members, conducted on the Association's behalf by such persons (members or otherwise) as the Board may appoint to be scrutineers. The results of the elections will be declared at the Annual General Meeting.
2. Nominees for the various offices must be nominated by two Full Members and the nominee must complete a declaration of interest form without which the nomination will be invalid. The nominations and declaration of interest forms must be sent by recorded delivery or in electronic form with the nominee's consent in writing to the Association's head office for the attention of such person as the Board shall have specified not later than 45 days before the date of the Annual General Meeting and only persons so nominated are eligible for election.
3. A ballot paper listing all nominations for contested offices including brief biographical details together with the names of proposers and seconders must be circulated to each Full Member not later than 28 days before the date of the Annual General Meeting. Ballot papers completed in the form prescribed by the scrutineer must be received by them not later than 15 days before the date of the Annual General Meeting otherwise they will be invalid. If the ballot is held electronically it shall be held in accordance with rules established by the Board for the purpose.

4. Nominations for the post of President, Vice President and Treasurer will be drawn from existing members of the Board.
5. If there is only one nominee for any office, then that nominee will be declared elected to that office at the Annual General Meeting, subject to the provisions of Article 27.2.
6. If there is no nominee for any office then a non-officer director may be nominated by the Board who (either at the Annual General Meeting or as soon as practicable thereafter) shall be deemed elected to that office at the Annual General Meeting.
7. No election will be invalidated because of any minor misdescription or non-compliance with these provisions, or of the non-delivery, loss or miscarriage in the course of post of any material required to be sent by post, if the Scrutineers conclude that the election was conducted substantially in accordance with these provisions and that these matters did not affect the return of any candidate at the election.

The decision of the Scrutineers is final.

29. SECRETARY

The directors 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, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

30. CHANGE OF ASSOCIATION NAME

The name of the Association may be changed by:

- (a) a decision of the directors; or
- (b) a special resolution of the Members,

or otherwise in accordance with the Act.

MEMBERS: BECOMING AND CEASING TO BE A MEMBER

31. MEMBERSHIP

The Association shall admit to Membership an individual or organisation which:

- (a) applies to the Association using the application process approved by the directors; and
- (b) is approved by the directors.

32. CATEGORIES OF MEMBERSHIP

Members of the Association are -

- 1. Full Members; and
- 2. Special Members of the following categories:
 - a) Associate Members;
 - b) Student Members;
 - c) Honorary Members; and
 - d) Provisional Members.

33. OBLIGATIONS AND PRIVILEGES OF MEMBERSHIP

All Members of the Association have the rights and privileges of the category of membership allocated to them and are subject to the obligations set out in these Articles as determined by their category of membership.

34. NUMBER OF MEMBERS

The number of Full Members and of Special Members of the Association is unlimited.

35. INITIAL MEMBERSHIP

All persons who at the date of adoption of these Articles are registered as members (of whatever category) of "The British Chiropractic Association" may on payment of the due subscription, be entered as Full Members or Special Members of the Association in the Register in the category each of them previously held.

36. FUTURE MEMBERS

Subsequent Full Members and Special Members of the Association will be the people who, being eligible, have been duly elected as Members under Article 31 and in accordance with the Bye Laws.

37. ELECTION TO MEMBERSHIP

The method and conditions of application and election of persons eligible for membership will be as set out in the Bye-Laws.

38. REJECTION OF MEMBERSHIP

The Board may recommend rejection of any application for membership of the Association to the membership at the next Annual General Meeting or Special General Meeting if in the opinion of the Board the applicant has acted contrary to the aims, interests or professional standards of the Association before applying. The majority decision of those members present, and voting will decide whether to approve or reject the application for membership.

39. QUALIFICATIONS FOR FULL MEMBERS

A person is eligible for election as a Full Member of the Association if he -

1. (a) is registered with the General Chiropractic Council; or
(b) is practising or teaching chiropractic in the Channel Islands, Isle of Man or Gibraltar;
2. holds a qualification in relation to chiropractic approved by the Association under its Bye-Laws;
3. has gained sufficient professional experience by completing the Post-Registration Training programme or its successor as determined by the Association. Those applicants who have not completed an approved Post-Registration Training programme or its equivalent must satisfy the Board, at their own expense, that they are eligible for membership by fulfilling any requirements the Board deems necessary in each individual case;
4. is of a good character.

40. CONCESSIONARY RATES OF MEMBERSHIP

A person eligible for Full or Provisional membership may at the discretion of the Board be eligible for a concessionary rate of membership (whether or not previously in another category of membership of the Association) if it is considered that they are suffering hardship outside his or her control or any other circumstances which the Board considers merits the status of a concessionary membership. The Board will review each year the criteria for concessionary membership and the status of concessionary members, which will be subject to application according to terms that will be set from time to time by the Board

41. ASSOCIATE MEMBERS

A person may become an Associate Member if he is a qualified chiropractor but -

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- (a) he is not practising chiropractic in either the UK the Channel Islands, Isle of Man or Gibraltar; or
- (b) he practises as a chiropractor or teaches chiropractic in some country other than the UK, the Channel Islands, Isle of Man or Gibraltar and is a member in good standing of his national association of chiropractic (where such an association exists).

42. STUDENT MEMBERS

A person may become a Student Member if he attends a chiropractic college in the UK or overseas approved by the Association under the Bye-Laws.

43. HONORARY MEMBERS

A person may be elected an Honorary Member, following nomination by the Board and resolution by the membership at an AGM.

44. PROVISIONAL MEMBERS

A person may become a Provisional Member if he fulfils the qualifications set out in Articles 39.1, 39.2 and 39.4 subject to the provisions of the Byelaws. A person may be a Provisional Member for five years from the date of his first application for that form of membership.

45. DURATION OF MEMBERSHIP

Every member will remain a member until he ceases to be so in accordance with the provisions of these Articles.

46. RIGHTS OF MEMBERSHIP NOT TRANSFERABLE

The rights of members are personal and not transferable in any way.

47. RIGHTS OF SPECIFIC CLASSES OF MEMBERS

1. Provisional Members have all the rights and privileges of a Full Member except that they may not:
 - a) become a director of the Association; or
 - b) vote at any meeting of the Association.
2. Associate Members, Student Members and Honorary Members have all the rights and privileges of a Full Member except that they may not :
 - a) become a director of the Association;
 - b) vote at any meeting of the Association; or

- c) have the benefit of any insurance arranged by the Association.

48. RATE OF SUBSCRIPTION

1. The subscription payable by members of the Association will be the sum or sums decided by the Association at General Meetings.
2. The Association may fix different rates of subscription.
3. In cases of genuine hardship, a member may apply to the Board for a concessionary rate.

49. PAYMENT OF SUBSCRIPTIONS

1. Subscriptions are due on the 1st January each year, at the appropriate rate then in force, payable at the Association's Head Office. Payment may be in advance in full or alternatively by direct debit upon the terms the Board decides.
2. If a member fails to pay the subscription within 21 days of its becoming due he may receive a reminder from the Association's Head Office.

50. PRIVILEGES ON PAYMENT OF SUBSCRIPTION

Payment of the subscription or transmission of direct debit details confers the privileges of membership of the Association and the right to receive publications of the Association issued to members during the year covered by the subscription, unless the member ceases to be a member.

51. SUPPLEMENTAL SUBSCRIPTIONS

The Association may, following a recommendation by the Board, by a simple majority in a postal ballot of Full Members, require all Full Members at that time to pay an additional subscription to meet the obligations of the Association. Each Full Member must pay the additional subscription within thirty days of demand. This Article does not vary the limitation on liability contained in the Memorandum of Association of the Association and any member required to pay an additional subscription may resign from membership without payment of the additional subscription.

52. ESTABLISHMENT OF FURTHER CLASSES

The directors may establish further classes of Members and set out the different rights and obligations for each class, with such rights and obligations recorded in the Register of Members.

53. EXPULSION OF MEMBER

1. The directors may terminate the Membership of any Member without his consent by giving the Member written notice if, in the reasonable opinion of the directors, the Member:
 - (a) is guilty of conduct which has or is likely to have a serious adverse effect on the Association or bring the Association or any or all of the Members and directors into disrepute; or
 - (b) has acted or has threatened to act in a manner which is contrary to the interests of the Association as a whole;
 - (c) has failed to observe the terms of these Articles; or
 - (d) has been removed from the roll at the General Chiropractic Council.

Following such termination, the Member shall be removed from the Register of Members.

2. The notice to the Member under paragraphs (a) and (b) of this Article 53.2 must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the Membership of a Member.
3. A Member whose Membership is terminated under this Article shall not be entitled to a refund of any subscription or Membership fee and shall remain liable to pay to the Association any subscription or other sum owed by him.

54. CHAIRMAN OF MEETINGS

The Chairman at all general meetings of the Association will be the President or, failing him the Vice President. If neither of them is present within fifteen minutes of the time appointed or if neither is willing to act, the person appointed by the members present at the General Meeting will take the chair.

55. ANNUAL GENERAL MEETINGS

A general meeting ("the Annual General Meeting") of the Association will be held once every year at the time and place decided by the Association at the preceding Annual General Meeting or, if no time or place was decided, the time and place decided by the Board. An Annual General Meeting must be specified as such in the notice calling it. Not

more than fourteen months may pass between one Annual General Meeting and the next.

56. SPECIAL GENERAL MEETINGS

1. All general meetings of the Association except Annual General Meetings are called Special General Meetings.
2. A Special General Meeting of the Association will be convened whenever the Board thinks fit.

57. NOTICE OF MEETINGS

1. At least twenty one days' notice in writing must be given of every Annual General Meeting and at least fourteen days' notice in writing of every other Special General Meeting (excluding in either case the day upon which the notice is given or deemed to be given and the day appointed for the meeting). That notice must state the place day and hour of the meeting and in the case of special business defined in Article 59.2, details thereof. That notice must be given to the members and to the auditors of the Association.
2. The accidental omission to send a notice of a meeting to or the non-receipt of that notice by any person entitled to receive it will not invalidate the proceedings of the meeting.

58. BUSINESS OF MEETINGS

1. The Annual General Meeting will consider the annual report, accounts, balance sheets and reports of the Board, the report of the auditors and the election of the Board and officers.
2. All other business that is transacted at an Annual General Meeting and all business that is transacted at a Special General Meeting is special business and full details of that business shall be set out in the notice of the relevant meeting.

59. QUORUM AT MEETINGS

In order to carry out any business at a General Meeting at least fifty Full Members entitled to vote ("the quorum") must be present within two hours of the time set for the meeting. If there is no quorum, there can be no meeting.

60. VOTES AT MEETINGS

1. Each Full Member shall have one vote on each issue at a General Meeting.
2. The Board may decide to ballot the whole membership on certain issues from time to time. The procedure for this will be by the circulation of numbered ballot papers and the nomination of scrutineers by the Board to oversee the ballot.

61. VOTING PROCEDURE

1. All issues arising at a General Meeting requiring a vote will be decided by a show of hands of Full Members present unless a poll is demanded by:-
 - (a) the Chairman; or
 - (b) at least five Full Members present and entitled to vote.
2. Unless a poll is demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or lost or carried by a particular majority or not so carried and an entry to that effect in the book of the proceedings of the Association will be sufficient evidence of the fact without proof of the number or the proportion of the votes recorded in favour of or against the resolution.
3. No poll can be demanded on the election of a Chairman or on the question of an adjournment.

62. POLL

1. If a poll is demanded under 62.1, it will be taken at the same time and place and in such way as the Chairman decides, and the result of the poll will be the resolution of the Association in General Meeting.
2. The demand for a poll will not prevent the meeting continuing, or the carrying out of any business except the question on which the poll was demanded.
3. Model Article 30(3) shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of

a show of hands declared before the demand was made" as a new paragraph at the end of that Article

63. CHAIRMAN'S CASTING VOTE

If the votes at any General Meeting, whether on a show of hands or a poll are equal, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded has a second, casting, vote.

64. MINUTES OF MEETINGS

The Association must ensure that minutes of all proceedings at General Meetings are taken and that the minutes are entered in books kept for that purpose. Those books must be retained at the Registered Office of the Association and be open for inspection by any Member without charge during normal business hours. The Association must provide a Member with a copy of the minutes of any General Meeting within ten days of receiving a request for them from that Member.

65. PROXIES

1. Model Article 31(1)(d) shall be deleted and replaced with the words "is delivered to the Association in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate".
2. Model Article 31(1) shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that Article.

ADMINISTRATIVE ARRANGEMENTS

66. MEANS OF COMMUNICATION TO BE USED

1. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

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- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);
- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- (c) if properly addressed and sent or supplied by electronic means, then at 9.00am on the day following that or on which the document or information was sent or supplied; and
- (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day.

- 2. In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

67. RULES

The directors may establish rules governing matters relating to Association administration that are required from time to time for the effective operation of the Association (for example, the provisions relating to classes of Members, Membership fees and subscriptions and the admission criteria for Members) and the procedure for electronic voting for officers and non-officer directors in the event that such is required by the Board. If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail.

68. INDEMNITY AND INSURANCE

1. Subject to Article 60.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
 - (a) each relevant officer shall be indemnified out of the Association's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Association's (or any associated company's) affairs; and
 - (b) the Association may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in this Article 60 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
2. This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
3. The directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant officer in respect of any relevant loss.
4. In this Article:
 - (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
 - (b) a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Association, any associated company or any pension fund or employees' share scheme of the Association or associated Association; and

- (c) a **relevant officer** means any director or other officer or former director or other officer of the Association (including any company which is a trustee of an occupational pension, but excluding in each case any person engaged by the Association (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

69. ACCOUNTS

The Association must keep proper accounts of income and expenses, and assets and liabilities. The accounts may be inspected by a member at any reasonable time laid down by the regulations of the Association. At least once a year the accounts must be audited.

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY GUARANTEE

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

- 1. In the articles, unless the context requires otherwise—
“articles” means the company’s articles of association;

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“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“chairman” has the meaning given in article 12;

“chairman of the meeting” has the meaning given in article 25;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“member” has the meaning given in section 112 of the Companies Act 2006;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a directors’ meeting, has the meaning given in article 10;

“proxy notice” has the meaning given in article 31;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“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.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

Liability of members

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the company’s debts and liabilities contracted before he ceases to be a

- member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3.—Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

Members' reserve power

- 4.—(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

Directors may delegate

- 5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—
- (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;
- as they think fit.
- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.

Committees

6.—(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7.—(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

(2) If—

(a) the company only has one director, and

(b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

Unanimous decisions

8.—(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

Calling a directors' meeting

9.—(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

(2) Notice of any directors' meeting must indicate—

(a) its proposed date and time;

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in directors' meetings

10.—(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for directors' meetings

11.—(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

(3) If the total number of directors for the time being is less than the quorum required, the

directors must not take any decision other than a decision—

- (a) to appoint further directors, or
- (b) to call a general meeting so as to enable the members to appoint further directors.

Chairing of directors' meetings

12.—(1) The directors may appoint a director to chair their meetings.

(2) The person so appointed for the time being is known as the chairman.

(3) The directors may terminate the chairman's appointment at any time.

(4) If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

13.—(1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

14.—(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

(b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(c) the director's conflict of interest arises from a permitted cause.

(4) For the purposes of this article, the following are permitted causes—

(a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.

(5) For the purposes of this article, references to proposed decisions and decision-making

processes include any directors' meeting or part of a directors' meeting.

(6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

15. The directors must ensure that the company 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 directors.

Directors' discretion to make further rules

16. Subject to the articles, the directors 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 directors.

APPOINTMENT OF DIRECTORS

Methods of appointing directors

17.—(1) Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—

- (a) by ordinary resolution, or
- (b) by a decision of the directors.

(2) In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

(3) For the purposes of paragraph (2), where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

Termination of director's appointment

18. A person ceases to be a director as soon as—

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) *[paragraph omitted pursuant to The Mental Health (Discrimination) Act 2013]*

(f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

Directors' remuneration

- 19.—(1) Directors may undertake any services for the company that the directors decide.
- (2) Directors are entitled to such remuneration as the directors determine—
- (a) for their services to the company as directors, and
 - (b) for any other service which they undertake for the company.
- (3) Subject to the articles, a director's remuneration may—
- (a) take any form, and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- (4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- (5) Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested.

Directors' expenses

20. The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—
- (a) meetings of directors or committees of directors,
 - (b) general meetings, or
 - (c) separate meetings of the holders of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3
MEMBERS
BECOMING AND CEASING TO BE A MEMBER

Applications for membership

- 21.** No person shall become a member of the company unless—
- (a) that person has completed an application for membership in a form approved by the directors, and
 - (b) the directors have approved the application.

Termination of membership

- 22.**—(1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- (2) Membership is not transferable.
 - (3) A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

- 23.**—(1) 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.
- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) 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.
 - (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
 - (4) 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.
 - (5) 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

24. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

Chairing general meetings

25.—(1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

(2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—

- (a) the directors present, or
- (b) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

Attendance and speaking by directors and non-members

26.—(1) Directors may attend and speak at general meetings, whether or not they are members.

(2) The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

Adjournment

27.—(1) 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 chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if—

- (a) the meeting consents to an adjournment, or
- (b) it appears to the chairman 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.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

(4) When adjourning a general meeting, the chairman of the meeting must—

- (a) 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 directors, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company 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)—

(a) to the same persons to whom notice of the company's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) 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: general

28. A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

Errors and disputes

29.—(1) 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.

(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

30.—(1) A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote, or

(b) 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.

(2) A poll may be demanded by—

(a) the chairman of the meeting;

(b) the directors;

(c) two or more persons having the right to vote on the resolution; or

(d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if—

(a) the poll has not yet been taken, and

(b) the chairman of the meeting consents to the withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

- 31.**—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) 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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
- (a) 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
 - (b) 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

- 32.**—(1) 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 company by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) 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.
- (4) 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

- 33.**—(1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (a) notice of the proposed amendment is given to the company 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 chairman of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

(b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

(3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

34.—(1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Company seals

35.—(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

(a) any director of the company;

(b) the company secretary (if any); or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

No right to inspect accounts and other records

36. Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

37. The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

38.—(1) Subject to paragraph (2), a relevant director of the company or an associated company may be indemnified out of the company's assets against—

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
- (b) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by

any provision of the Companies Acts or by any other provision of law.

(3) In this article—

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant director" means any director or former director of the company or an associated company.

Insurance

39.—(1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

Annexe B

(2) In this article—

(a) a “relevant director” means any director or former director of the company or an associated company,

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the association, any associated company or any pension fund or employees’ share scheme of the company or associated company, and

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