

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

BRITISH AND IRISH ORTHOPTIC SOCIETY

Company No. 01892427

(As adopted by Special Resolutions
Passed on 4 May 2022)

COMPANIES ACT 2006

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

**ARTICLES OF ASSOCIATION OF
BRITISH AND IRISH ORTHOPTIC SOCIETY**

1. Name

The name of the Society ("the Society") is British and Irish Orthoptic Society.

2. Registered office

The registered office of the Society shall be in England.

3. Objects

The objects for which the Society is established are for the public benefit to advance education in orthoptics and cognate subjects and to encourage the study and improve the practice of orthoptics with a view to maintaining and raising standards in clinical and scientific orthoptics.

4. Powers

The Society has the following powers which may be exercised only in promoting the objects:

- 4.1 to diffuse among members of the Society, medical practitioners and others information on matters affecting orthoptics or orthoptists and to establish, print, publish, issue and circulate such papers, journals, books and other publications in any media as may seem conducive to any of the said objects or in any way beneficial to the work of the Society;
- 4.2 to promote the exchange and publication of information concerning the clinical and scientific practice of orthoptics for the benefit of the public;
- 4.3 to provide for the delivery of lectures and the holding of exhibitions, public meetings, film displays, classics and conference calculated to further the objects of the Society;
- 4.4 to promote the highest standards of professional competence and practice among orthoptists and to act as an authoritative body for the purposes of consultation in matters of public and professional interest concerning orthoptists;
- 4.5 to grant honorary fellowships of orthoptics to persons who have rendered exceptional services to orthoptists or the science, study and practice of orthoptics;

- 4.6 to co-operate with other bodies;
- 4.7 to enter into any arrangements with any Government department, local authority, university, college or other body or person conducive to the promotion and attainment of the objects;
- 4.8 to support, administer or set up other charities;
- 4.9 to raise funds;
- 4.10 to borrow or raise money on such terms as may be thought fit and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 4.11 to secure the discharge of any of the Society's liabilities and obligations in any manner;
- 4.12 to acquire any copyright, patents, translation, publication, right of publication or reproduction or other intellectual property rights which may appear useful to the Society and to protect, prolong, register, renew, exercise, develop, turn to account, use or manufacture the same;
- 4.13 to advertise in such manner as may be thought expedient with a view to promoting the objects;
- 4.14 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights therein and any rights or privileges necessary for the promotion of the objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society;
- 4.15 to let or dispose of property of any kind;
- 4.16 to provide financial assistance, make grants, donations or loans of money and to give guarantees;
- 4.17 to draw, make, accept, endorse, discount, execute, issue and deal with promissory notes, bills of exchange and other instruments of any kind, whether or not negotiable or transferable;
- 4.18 to set aside funds for special purposes or as reserves against future expenditure;
- 4.19 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);
- 4.20 to solicit contributions to the funds of the Society and to accept gifts (both inter vivos and testamentary) of money and other property of any kind, whether real or personal and whether or not subject to any specific charitable trusts or conditions;
- 4.21 to accept any gifts, subscriptions, donations, bequests or devises of lands, monies, securities either real or personal property;
- 4.22 to appoint, constitute and delegate powers to such advisory committees as the Trustees may think fit;

- 4.23 to delegate the management of investments to a financial expert, but only on terms that:
- (A) the investment policy is set down in writing for the financial expert by the Trustees;
 - (B) every transaction is reported promptly to the Trustees;
 - (C) the performance of the investments is reviewed regularly with the Trustees;
 - (D) the Trustees are entitled to cancel the delegation arrangement at any time;
 - (E) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (F) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - (G) the financial expert must not do anything outside the powers of the Trustees;
- 4.24 to arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.25 to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
- 4.26 to purchase and maintain insurance for the Trustees as permitted by the Charities Act 2011 against the costs of a successful defence to a criminal prosecution brought against them as Society Trustees or against personal liability incurred by them in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Society which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether the act or omission was a breach of trust or breach of duty;
- 4.27 to employ paid or unpaid agents, staff or advisers;
- 4.28 to enter into contracts to provide services to or on behalf of other bodies;
- 4.29 to establish, become a member of, manage, or support any bodies (whether incorporated or not) whose objects may seem capable of furthering any of the objects;
- 4.30 to establish where necessary local branches (whether autonomous or not);
- 4.31 to procure the Society to be registered or recognised in any foreign country or place;
- 4.32 to pay all costs and expenses arising in connection with the formation and registration of the Society; and
- 4.33 to do anything else within the law which promotes or is ancillary to the objects.

5. Benefits to Members and Trustees

- 5.1 The property and funds of the Society shall be used only for promoting the objects and do not belong to the members of the Society but, subject to compliance with Article 5.4:
- (A) members (including Trustees) may be paid interest at a reasonable rate on money lent to the Society; and
 - (B) members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Society.
 - (C) Members (including Trustees) may be reimbursed reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Society and carrying out duties
- 5.2 A Trustee shall not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except:
- (A) as mentioned in Articles 4.26, 5.1(A), 5.1(B) or 5.3 of these Articles;
 - (B) payment to the employers of the Chair and the Vice Chair for the cost of a locum for two days a week for the Chair and one day a week for the Vice Chair whilst they are performing functions and duties for the Society;
 - (C) an indemnity (insofar as permitted by Article 19) in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings);
 - (D) payment to any company in which a Trustee has no more than a one per cent shareholding; and
 - (E) in exceptional cases (but only with the written consent of the Commission in advance and subject, where required by the Companies Act, to the approval or affirmation of the members) other payments or benefits.
- 5.3 Any Trustee or Connected Person (or any firm or company of which a Trustee or Connected Person is a member or employee) may enter into a written contract with the Society to supply services in return for a payment or other material benefit but only if:
- (A) the services are actually required by the Society;
 - (B) the nature and level of the remuneration is no more than is reasonable in relation to the value of the services and is set in accordance with the procedure in Article 5.4; and
 - (C) no more than one third of the Trustees are subject to such a contract in any financial year.

- 5.4 Subject to Articles 5.2 and 5.5, any Trustee who becomes a Conflicted Trustee in relation to any matter must:
- (A) declare the nature and extent of his or her interest at or before discussion begins on the matter;
 - (B) withdraw from the meeting for that item after providing any information required by the Trustees
 - (C) not be counted in the quorum for that part of the meeting; and
 - (D) be absent during the vote and have no vote on the matter.
- 5.5 When a Trustee is a Conflicted Trustee, the Trustees present at a meeting who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interest of the Society to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee or a Connected Person, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee or Connected Person:
- (A) to continue to participate in discussions leading to the making of a decision; or
 - (B) to disclose information confidential to the Society to a third party, or
 - (C) to take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Society, or refrain from taking action designed to remove the conflict.
- 5.6 A Conflicted Trustee who obtains (other than through his position as Trustee) information that is confidential to a third party, shall not be in breach of his or her duties to the Society if he or she declares the conflict in accordance with Article 5.4 and then withholds such confidential information from the Society.
- 5.7 This Article may not be amended without the prior permission of the Charity Commission.

6. Membership

- 6.1 Such eligible persons as the Trustees shall admit to membership in accordance with the provisions of the Articles shall be members of the Society. The Society shall by By-laws prescribe the procedure for application for and admission to membership.
- 6.2 The Trustees may from time to time by By-law alter the categories of membership and prescribe qualifications which members in the different categories must possess and the rights and privileges which they shall enjoy.

7. Subscriptions

- 7.1 The annual subscriptions payable by members and Student Members shall be in accordance with the scale prescribed from time to time by the Society and shall be payable in pounds sterling at the times determined by the Society. The Society may prescribe variable or concessionary rates within the categories of membership and may at its discretion remit or waive the whole or any part of the subscription for special reasons in any particular case.

7.2 Any member whose annual subscription has not been paid by its due date shall automatically be removed from the record of members, provided that the Society may at its discretion restore to the record any person who shall pay his or her arrears of subscription due down to the date on which he or she was removed from the record, together with any further subscription due at the time of restoration to the record of members.

8. Termination of Membership

8.1 A member may terminate membership of the Society by giving the BIOS office one month's notice in writing and paying all arrears of subscription (if any) due from him or her, provided that no purported resignation shall be effective if at the time of such purported resignation the member's name could have been removed from the record of members under Article 7.2.

8.2 In addition to the automatic termination of membership by virtue of Article 7.2, the Society may if it thinks fit remove any member from the record of members who:

- (A) has been suspended or erased from a register of orthoptists maintained by any statutory authority or professional body in the United Kingdom or elsewhere; or
- (B) has in the opinion of the Society behaved in a manner calculated to bring the Society or the profession of orthoptics into disrepute; or
- (C) is found to be incapable, whether mentally or physically, of managing his/her own affairs;

provided no member shall be removed from the record by virtue of this Article without being given at least twenty-one days' notice of the meeting of the Society at which his or her removal is to be considered. At this meeting he or she shall be entitled to appear in person and to be represented by another person, whether legally qualified or not, and to adduce evidence, to call and cross-examine witnesses and to make submissions in reply.

8.3 Any member who is removed from the record of members of the Society shall have a right of appeal to an Appeal Board consisting of three members of the Society appointed by the Chair of the Society. The terms of any appeal shall be limited to whether, on the basis of the facts found by the Society, removal from the record was an appropriate sanction. Notice of such an appeal shall be given to the Society within twenty-one days of the notification to the member of the decision of the Society to remove such the members from the record and shall be considered by the Appeal Board within fifty-six days of the receipt by the Society of the notice of appeal from the member. The determination of the Appeal Board shall be final and conclusive.

8.4 An application by a member for restoration to the record may be submitted not less than twelve months after removal from the record, and shall be considered by the Society.

8.5 Subject to the foregoing, provisions governing termination of membership or suspension of membership may be prescribed by By-laws.

9. Limited liability

The liability of the members is limited.

10. Guarantee

Every member promises, if the Society is dissolved while he or she remains a member or within 12 months afterwards, to contribute up to £1 towards the costs of dissolution and the liabilities incurred by the Society while the contributor was a member.

11. General Meetings

- 11.1 Members are entitled to attend general meetings. General meetings are called on at least 14 clear days' written notice to all members specifying the time and place of the meeting, the business to be discussed and, in the case of an AGM, specifying the meeting as such.
- 11.2 No business shall be transacted at any general meeting unless a quorum of members is present. There is a quorum at a general meeting if the number of members personally present or by means of visual communication and/or telecommunication is at least twenty five members or authorised representatives. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Trustees may determine.
- 11.3 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 11.4 The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, at least seven days' notice of the adjourned meeting shall be given, specifying the time and place of the meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 11.5 Except where otherwise provided by these Articles or the Act, every issue is decided by a majority of the votes cast.
- 11.6 The Society must hold an AGM in every year which all members shall be entitled to attend.
- 11.7 At an AGM the members:
- (A)** receive the accounts of the Society for the previous financial year;
 - (B)** receive the Trustees' report on the Society's activities since the previous AGM;
 - (C)** accept the retirement of those Trustees who wish to retire;
 - (D)** elect or remove Trustees;
 - (E)** appoint auditors for the Society;

- (F) may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Society; and
- (G) discuss any issues of policy or deal with any other business put before them.

11.8 Any meeting which is not an AGM is a general meeting.

11.9 A general meeting may be called at any time by the Trustees and must be called within 21 days on a written request from 10% of the members of the Society and the meeting must be held within 28 days after the notice convening the meeting.

11.10 A resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded:

- (A) by the Chair; or
- (B) by at least two members having the right to vote at the meeting; or
- (C) by a member representing not less than one-seventh of the total voting rights of all the members having the right to vote at the meeting; and

a demand by a person as proxy for a member shall be the same as a demand by a member.

11.11 Unless a poll be so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the Chair, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands before the demand was made.

11.12 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote, in addition to any other vote she/he may have.

11.13 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair of the meeting directs, being not more than 30 days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

11.14 No notice need be given of a poll not taken forthwith if the time and place to which it is taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

11.15 A resolution in writing executed by or on behalf of 75% of the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

- 11.16 Subject as aforesaid, on a show of hands every member present in person shall have one vote and on a poll every member present in person or by proxy shall have one vote. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair, whose decision shall be final and conclusive.
- 11.17 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Trustees of the authority of the person claiming the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, 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 default the right to vote shall not be exercisable.
- 11.18 Any member of the Society entitled to attend and vote at a general meeting is entitled to appoint another person (who is a BIOS member) as his or her proxy to attend and vote instead of him/her.
- 11.19 An instrument appointing a proxy shall be in any common form or in any form as the Trustees may approve and the Trustees may if they think fit (but subject to the provisions of the Act) send out with the notice of any meeting forms of instrument of proxy for use at the meeting.
- 11.20 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 11.21 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may:
- (A) be deposited at the Office or at such other place within the United Kingdom as is specified on the notice convening the meeting or in any instrument of proxy sent out by the Society in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (B) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or
 - (C) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to the BIOS administrative function or to any of the Trustees; and
- an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 11.22 A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received at the Office or at such other place at which the instrument of

proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

- 11.23 Any member of the Society entitled to attend and vote at a general meeting is entitled to vote by post (or by email (to the extent permitted by law)) in accordance with the rules made from time to time by the Trustees.

12. The Trustees

- 12.1 The Trustees as Charity Trustees have control of the Society and its property and funds.
- 12.2 Every Trustee must sign a declaration of willingness to act as a Trustee of the Society before she/he is eligible to vote at any meeting of the Trustees.
- 12.3 The Trustees shall comprise of not less than ten persons, of which:
- (A)** one shall be the elected Chair and one shall be the elected Vice Chair;
 - (B)** one shall be the elected chair of the Leads of the Orthoptic Profession (a steering group of the Charity), for as long as it shall exist;
 - (C)** seven shall be elected representatives from the membership (Three from England and one each from Wales, Scotland, Northern Ireland and the Republic of Ireland
 - (D)** at least two thirds are full members of the Society, including the Chair, Vice-Chair and elected representatives from the membership
- 12.4 Members elected as Trustees under this Article shall hold office for three years. At the end of their term of office Trustees can serve one further term of office of three years only.
- 12.5 Subject to the provisions of Article 12.4 the Trustees may, at its absolute discretion and by way of resolution, appoint Lay Trustees, and when making appointments pursuant to this Article the Trustees may have regard to the additional skills, competences, and knowledge the Society would acquire from the Lay Trustee that may not be available from amongst its own membership.
- 12.6 A Trustee retiring at the AGM or otherwise shall be eligible for re-appointment, subject to clause 12.4.
- 12.7 A Trustee's term of office automatically terminates if he or she:
- (A)** ceases to be a Trustee by virtue of any provision of the Act or he becomes prohibited by law from being a Trustee; or
 - (B)** becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (C)** is or may be suffering from mental disorder and either:
 - (1)** he or she is admitted to hospital in pursuance of an application for admission under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

- (2) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or the appointment of a receiver, curator bonis, or other person to exercise powers with respect to his or her property or affairs; or
 - (D) is absent from two consecutive meetings of the Trustees and the Trustees resolve that his or her office be vacated; or
 - (E) resigns by written notice to the Trustees; or
 - (F) is removed by resolution passed by at least two-thirds of the Trustees such resolution being passed at a meeting of the Trustees duly convened and held after the meeting has invited the views of the Trustee concerned and the Chair of the meeting has declared that the meeting has considered the matter in light of such views; or
 - (G) ceases to be a member, unless appointed as a Lay Trustee subject to the provisions of Article 12.5.
- 12.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of Trustees.

13. Proceedings of Trustees

- 13.1 The Trustees must hold at least two meetings each year.
- 13.2 A quorum at a meeting of the Trustees is 40% of the Trustees.
- 13.3 A meeting of the Trustees may be held in person or by suitable electronic means as agreed by the Trustees by which participants may communicate with all the other participants.
- 13.4 The Chair or (if the Chair is unable or unwilling to do so) the Vice Chair presides at each meeting.
- 13.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by a majority of the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 13.6 Except for the Chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 13.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

14. Powers of Trustees

The Trustees have the following powers in the administration of the Society:

- (A) To approve the election of the Chair and Vice Chair of the Society;

- (B) to delegate any of their functions to Standing Committees consisting of two or more individuals appointed by them (all proceedings of Standing Committees must be reported promptly to the Trustees). The members of the Standing Committee shall be appointed for three years, the respective chairmen being appointed by the Trustees. This can be followed by a final term of office of a further 3 years only;
- (C) to make By-laws and rules consistent with the Articles and the Act to govern proceedings at their meetings and at meetings of committees;
- (D) to make By-laws and rules consistent with the Articles and the Act to govern the administration of the Society and, its membership including the qualifications and categorisations for membership, and the use of its seal;;
- (E) to establish procedures to assist the resolution of disputes within the Society;
- (F) subject to the provisions of the Act, the Articles and to any directions given by special resolution, to manage the business of the Society;
- (G) to resolve pursuant to Article 4.26 of the Articles to effect indemnity insurance notwithstanding their interest in such a policy; and
- (H) to exercise any other powers of the Society which are not reserved to a general meeting.

15. The Council

- 15.1 In addition to the Trustees, there shall be a Council comprising members of the Society which shall act as an advisory group to the Trustees. Members of the Council may be proposed or nominated by other members (including themselves) for appointment. Their appointment shall be confirmed by the Trustees. Members of the Council are not Charity Trustees.
- 15.2 Council members' field of expertise at a minimum should consist of education, research and international relations and other members can be co-opted by Trustees where their expertise is considered to be relevant to the advancement of the practice, teaching and research for the profession of orthoptics.

16. Records and Accounts

- 16.1 The Trustees must comply with the requirements of the Act and of the Charities Act 2011 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
- (A) annual reports;
 - (B) annual returns; and
 - (C) annual statements of account.
- 16.2 The Trustees must keep proper records of:
- (A) all proceedings at general meetings;
 - (B) all proceedings at meetings of the Trustees;

- (C) all reports of committees; and
- (D) all professional advice obtained.

- 16.3 Accounting records relating to the Society must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.
- 16.4 A copy of the Society's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Society's reasonable costs, within two months.
- 16.5 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Society except as conferred by statute or authorised representative by the Trustees or by ordinary resolution of the Society.

17. Exclusion of model Articles

The model Articles for a company limited by guarantee are hereby expressly excluded.

18. Notices

- 18.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Society.
- 18.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.
- 18.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- (A) twenty four hours after being sent by electronic means or delivered by hand to the relevant address;
 - (B) two clear days after being sent by first class post to that address;
 - (C) three clear days after being sent by second class or overseas post to that address;
 - (D) on the date of publication of a newspaper containing the notice;
 - (E) on being handed to the member personally; or, if earlier
 - (F) as soon as the member acknowledges actual receipt.
- 18.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

19. Indemnity

Subject to the provisions of the Act, every Trustee or other officer, employee or auditor of the Society, shall be indemnified out of the assets of the Society against any liability incurred by

her/him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.

20. Dissolution

If the Society is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied to or for the benefit of such charitable institution or institutions having similar or complementary objects to those of the Society and if more than one then in such shares or proportions and in such manner in all respects as the Trustees may, in their discretion, decide.

21. Interpretation

21.1 In these Articles the following wording shall have the following meanings:

- “the Act” means the Companies Act 2006 and every other statute concerning companies;
- “AGM” means an annual general meeting of the Society;
- “the Articles” means these Articles of Association;
- “BIOS” means British and Irish Orthoptic Society;
- “Chair” means the chair of the Society;
- “the Society” means the Society governed by these Articles;
- “clear day” means 24 hours from midnight following the relevant event;
- “Trustee” has the meaning prescribed by the Charities Act 2011;
- “the Commission” means the Charity Commissioners for England and Wales;
- “Conflicted Trustee” means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person stands to receive a benefit from the Society, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Society;
- “Connected Person” means, in relation to a Trustee, a person connected with a Charity Trustee or a trustee for a Charity within the meaning of the Charities Acts 2011;
- “financial expert” means an individual, company or firm who is an authorised representative within the meaning of the Financial Services and Markets Act 2000;

- “material benefit” means a benefit which may not be financial but has monetary value;
- “member” and “membership” refer to membership of the Society;
- “month” means calendar month;
- “the objects” means the objects of the Society as defined in Article 3 of these Articles;
- “the Office” means the registered office of the Society from time to time;
- “Representative” of a country shall qualify as a representative by practicing orthoptics in that country;
- “Trustee” means a Trustee of the Society and “Trustees” means all of the Trustees;
- “Vice Chair” means the vice chair of the Society;
- “written” or “in writing” refers to a legible document on paper including a fax message; and
- “year” means calendar year.

- 21.2 Unless expressly defined herein or unless the context otherwise requires, expressions defined in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Society, shall have the meanings so defined.
- 21.3 References to an Act of Parliament are to such act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 21.4 Save where the context otherwise requires references to the masculine gender shall include the feminine gender and vice versa.