



**Member Documentation**

# Articles of Association

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**The British Society of Hearing Aid  
Audiologists**

Adopted by special resolution on 28.08.2023

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# Part 1

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## Interpretation

# 1. Defined terms

In the Articles, unless the context requires otherwise:

**“Accounting year”** means the accounting year of the Society;

**“Annual General Meeting”** means an annual general meeting of the Society called pursuant to Article 32;

**“Articles”** means the Society's articles of association;

**“Associate Member”** has the meaning given in Article 27;

**“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;

**“Board”** means the board of directors of the Society;

**“BSHAA”** means the British Society of Hearing Aid Audiologists (also referred to in these Articles as “the Society”)

**“Business day”** means a day (other than a Saturday, Sunday or public holiday) when banks in London are open for business;

**“Chief Officer”** means the chief officer of the Society appointed under 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 Society;

**“director”** means a director of the Society 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;

**“Full Member”** has the meaning given in Article 27;

**“general meeting”** means a meeting of the members of the Society;

**“Hearing Aid Dispenser”** is a designated title (as defined in The Health Professions Order 2001) registered by the HCPC;

**“HCPC”** means the Health and Care Professions Council, the regulatory body of audiologists (and others) or the body which replaces it;

**“member”** means a member of the Society and is to be distinguished from member of the company;

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

**“President”** means the president of the Society appointed under Article 24;

## 1. Defined terms (cont.)

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**“proxy notice”** has the meaning given in Article 41;

**“registered practitioner”** means a qualified Hearing Aid Dispenser who is registered with the HCPC;

**“Society”** means the British Society of Hearing Aid Audiologists Ltd;

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

**“student member”** means a person who is studying for an audiology qualification recognised by the Society;

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

**“Vice-President”** means the vice-president of the Society appointed under Article 24;

**“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.

## 2. Meaning

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- (a) Unless the context requires otherwise, other words or expressions in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date on which these amended Articles are adopted by the Society.
- (b) References to one gender include the other gender and where the context so requires, words importing the singular include the plural and vice versa.

## 3. Company name

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- (a) The name of the company (hereinafter called "the Society") is “British Society of Hearing Aid Audiologists Limited” (“BSHAA”)

# Part 2

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## Directors

## 4. Directors' General Authority

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- (a) Subject to the Articles, the directors are responsible for the management of the Society's business, for which purpose they may exercise all the powers of the Society, including the making of rules.

## 5. Members' Reserve Power

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- (a) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action provided that such direction is in good faith and the best interests of the Society.
- (b) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

## 6. Number of Directors and Eligibility for Appointment

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- (a) The number of directors shall be not less than five nor more than twelve. If at any time, there are fewer than five directors the Board may act for the purposes of filling any vacancies or of summoning a general meeting but not for any other purpose.
- (b) No person other than a Member or a Student Member (as defined in Article 27) shall be eligible to hold office as a director.
- (c) A member who has been a director or a person with significant control of a company or other entity registered at Companies House which has been the subject of a compulsory strike-off shall not be eligible for election as a director of the Society unless and until a period of four years has elapsed following the strike-off.

## 7. Appointment of Directors

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- (a) The Board shall keep under review the number of directors and shall, when it deems appropriate or necessary, arrange for the election of new directors.
- (b) The Board may specify, and from time to time amend, the eligibility criteria for election to the Board.
- (c) A director shall hold office for a period of 3 years unless he ceases to hold office earlier.



## 8 Casual Vacancies

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- (a) A casual vacancy occurring in the Board may be filled by the Board provided that a specific benefit to the effectiveness of the Board can be shown and any appointments made under this article do not result in the total number of directors exceeding twelve.
- (b) An appointment under this article shall expire at the next election of directors, but a person appointed under this article shall be eligible for re-election.

## 9 Directors may Delegate

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- (a) The directors shall always remain accountable for exercising the powers conferred by the Articles, but may delegate any of them in writing:
  - (i) to such person(s) or working group;
  - (ii) by such means (including by power of attorney);
  - (iii) to such an extent;
  - (iv) in relation to such matters; and
  - (v) on such terms and conditions, as they think fit.
- (b) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person(s) or working group to whom they are delegated.
- (c) The directors may revoke any delegation in whole or part or alter its terms and conditions.

## 10 Working Groups

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- (a) Working groups to which the Board delegates any of its powers must follow procedures which are based, as far as they are applicable, on those provisions of the Articles that govern the taking of decisions by the Board.
- (b) The Board may make rules of procedure for all or any working groups which shall prevail over rules derived from the Articles if they are not consistent with them.
- (c) The chair of each working group shall provide, not less than 3 weeks prior to each Board meeting or at least every 3 months (which ever arises first) a report in writing of the work undertaken and action performed by the working group.

## 11 Directors to take Decisions Collectively

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- (a) Any decision of the directors must be either a majority decision taken at a properly convened Board meeting, or a decision taken in accordance with Article 12.

## 12 Unanimous Decisions

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- (a) 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.
- (b) 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 his agreement in writing.
- (c) 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. Any Board member who has a conflict of interests in relation to the matter to be decided must declare his interest and not participate in the decision-making process. In any disciplinary matter the requirement for the President to remain independent is deemed to represent such a conflict.
- (d) A decision may not be taken in accordance with this article if the eligible directors had not formed a quorum at such a meeting.

## 13 Urgent Decisions

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- (a) If a director raises a matter on which an urgent decision is required the President, or the Chief Officer may decide if satisfied that a decision is required before a Board meeting can be convened.
- (b) An urgent decision made under paragraph (a) shall be ratified, amended or reversed at the next Board meeting and that decision shall be recorded in the minutes.

## Board Meetings

### 14 Calling a Board meeting

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- (a) The Board shall meet for the dispatch of business at least six times each year by any means permitted in this Article and shall regulate its meetings as it thinks fit, subject to these Articles and relevant law.
- (b) Any director may call a Board meeting by giving at least five business days' notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice. The required notice period may be reduced to three business days if either the President or the Chief Officer considers that the business to be discussed requires urgent attention.
- (c) Notice of any Board meeting must indicate:
  - (i) the matters to be raised for discussion
  - (ii) the proposed date and time;
  - (iii) where it is to take place; and
  - (iv) if it is anticipated that not all directors participating in the meeting will be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (d) Notice of a directors' meeting must be given to each director but need not be in writing.
- (e) The Board may prescribe rules governing how Board meetings may be held, participation in meetings, the procedure at meetings and other pertinent arrangements.

## 15 Quorum for Board meetings

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- (a) At a Board meeting unless a quorum is participating no proposal is to be voted on except proposal to call another meeting.
- (b) The quorum for a Board meeting may be fixed from time to time by the directors but it must never be less than three directors and unless otherwise fixed it is three.
- (c) If the number of directors participating in a Board meeting does not constitute a quorum, the directors must not take any decision other than a decision:
  - (i) to appoint further directors, or
  - (ii) to call a general meeting so as to enable the members to elect further directors.

## 16 Chairing of Board meetings

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- (a) Whenever possible the Chief Officer shall chair Board meetings. In the absence of the Chief Officer the President or in his absence the Vice-President shall chair Board meetings. If none of them is present at a Board meeting, then the directors present shall decide who amongst their number shall chair the meeting.

## 17 Casting vote

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- (a) Subject to paragraph (b) if the number of votes for and against a proposal is equal the chair of the meeting shall have a casting vote.
- (b) Paragraph (a) shall not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

## 18 Conflicts of Interest

- (a) Subject to paragraph (b), if a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Society 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.
- (b) Paragraph (a) shall not apply when:
  - (i) the Society by ordinary resolution disapplies a provision of the Articles that would otherwise prevent the director from being counted as participating in the decision-making process; or
  - (ii) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - (iii) the director's conflict of interest arises from a guarantee given, or to be given by or to another director in respect of an obligation incurred by or on behalf of the Society or any of its subsidiaries.
- (c) For the purposes of this Article, references to proposed decisions and decision-making processes include any Board meeting or part of a Board meeting or a decision taken pursuant to Article 12.
- (d) Subject to paragraph (e), if a question arises at a Board meeting or of a working group 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 chair of the meeting whose ruling in relation to the question is to be final and conclusive.
- (e) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a majority of the directors participating in that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- (f) For the purposes of paragraph (a) a director is deemed to have an interest if he has a beneficial interest directly or as part of any indirect relationship through an intermediate organisation or service company, in person or through a close family member.

## 19 Records of Decisions to be kept

- (a) The directors must ensure that the Society keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

## 20 Directors' Power to make further Rules

- (a) Subject to the Articles, the directors may make any rules which they think fit about how they take decisions and about how such decisions are to be recorded or communicated to directors.

## 21 Termination of a Director's Appointment

(a) A person shall cease to be a director immediately:

- (i) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited by law from being a director;
- (ii) a bankruptcy order is made against that person;
- (iii) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (iv) he is made subject to a debt arrangement scheme;
- (v) a registered medical practitioner who is treating that person gives a written opinion to the Society stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (vi) a court makes an order that, wholly or partly, prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (vii) the director provides written notification to the Company Secretary that he is resigning from office where such resignation has taken effect in accordance with its terms;
- (viii) that director is absent from three consecutive Board meetings and the Board resolve that he should be removed;
- (ix) a resolution is passed by the voting members pursuant to S168 of the Companies Act 2006;
- (x) that director is removed by the Board in accordance with the Code of Conduct;
- (xi) a compulsory strike-off has been made in respect of a company or other entity registered at Companies House of which he is or was a director or person with significant control during the immediately preceding period of four years;
- (xii) a majority of the Board expresses a vote of no confidence in that director, whether for lack of performance of duties or responsibilities, lack of attendance at Board meetings or any other substantive and reasonable cause.

(b) A former director whose appointment has ceased in consequence of paragraph (a)(ii), (iii) or (iv) shall be eligible for election as a director if and when the bankruptcy order is discharged, or he has satisfied the debts owed to his creditors (whether under a debt arrangement scheme or a composition with creditors). The onus of proving discharge of the bankruptcy order or satisfaction of the debt shall lie upon the person making that assertion.

## 22 Remuneration for Services

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- (a) The Board may request members or persons who are not members of the Society to undertake services for the Society.
- (b) The Board may remunerate such persons for those services to the Society provided that:
  - (i) the remuneration paid is reasonable in all the circumstances; and
  - (ii) the reasons for the directors' decision to request the provision of the services and the remuneration for them are recorded in the minutes of the Board meeting.

## 23 Directors' Expenses

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- (a) The Society may pay any reasonable expenses which the directors properly incur or for reasonable loss incurred in connection with:
  - (i) their attendance at or participation in meetings of Board or working groups of directors,
  - (ii) their attendance at general meetings, or
  - (iii) the exercise of their powers or the discharge of their responsibilities to the Society.
- (b) Expenses for meals and accommodation shall not exceed the amounts published by the Board from time to time.

## 24 President and Vice-President

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- (a) The Society shall have a President and may have a Vice-President.
- (b) The Board shall, when appropriate, invite nominations for the position of President and Vice-President.
- (c) Only directors of the Society shall be eligible for election as President or Vice-President.
- (d) The President and Vice-President shall be elected in accordance with rules made by the Board.
- (e) The President and Vice-President shall serve for such terms as the Board may determine from time to time.



## 25 Chief Officer

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- (a) The Board may at its discretion appoint a director of the Society as Chief Officer on such terms as the Board decides, subject to paragraph (b).
- (b) The Chief Officer shall be an executive member of the Board but shall not have any voting rights.
- (d) Where appointed, the Chief Officer may chair meetings of the Board.



# Part 3

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## Membership

## 26 Applications for Membership

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- (a) No person shall be admitted as a member of the Society unless:
  - (i) that person has completed an application for membership in a form approved by the Board;
  - (ii) that person is eligible for admission to membership;
  - (iii) that person has paid the current rate of subscription; and
  - (iv) the Board has approved the application. If the application is not approved the applicant shall be advised accordingly; the Board shall not be required to give a reason. The applicant's subscription shall be refunded.
- (b) The Board may specify and from time to time amend the criteria for eligibility for membership of the Society and the subscription payable in respect of each class of membership.
- (c) The Board may at its discretion admit as an honorary member a person who in the opinion of the Board has attained sufficient distinction in hearing aid audiology. An honorary member shall not be required to pay any subscription and is not eligible to hold office as a director or to vote.

## 27 Classes of Membership

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- (a) At the time of adoption of these articles, there shall be the following classes of membership of the Society:
  - (i) Full Member;
  - (ii) Hearing Care Assistant;
  - (iii) Associate Member;
  - (iv) Student Member;
  - (v) Honorary Member, that is a person so designated by the Board.
- (b) The Board may vary the classes of membership.
- (c) The Board may make and from time to time amend rules prescribing:
  - (i) the conditions to be satisfied for admission to each class of membership; and
  - (ii) the rights, privileges, restrictions and conditions attaching to each class of membership and / or all classes of membership;

- (d) Rules (as amended) shall be published in the Society's membership booklet.
- (e) For the purposes of the Companies Acts, only Full Members, and elected Board Members shall be deemed the members of the company and may exercise voting rights on matters requiring a decision of the members, including resolutions at general meetings. Decisions of the Board shall be made exclusively by directors acting in their capacity as Board Members.
- (f) Membership is not transferable.

## 28 Termination of Membership

- (a) A member may withdraw from membership of the Society at any time on giving notice in writing to the Society by post or via email to the administrative or registered office.
- (b) Membership shall terminate on the death of the member.
- (c) Membership shall terminate automatically upon the Board serving notice to that effect if:
  - (i) the member becomes bankrupt,
  - (ii) a receiving order is made against him / him,
  - (iii) a composition is made with his creditors generally in satisfaction of that person's debts, or
  - (iv) a compulsory strike-off has been made in respect of a company or other legal entity registered at Companies House of which he is or was a director or person with significant control.
- (d) Membership may be terminated by the Board if a member fails to pay the appropriate subscription.
- (e) The Board may make and from time to time amend rules for the suspension of members.

## 29 Suspension and Exclusion of Members

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- (a) The Board may make and from time to time amend rules for the suspension and exclusion of members.

## 30 Reinstatement of Member

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- (a) The Board may make and from time to time amend rules for the reinstatement to membership of a person who has ceased to be a member.

## 31 Liability of Members

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- (a) The liability of each member is limited to £2, being the amount that each member undertakes to contribute to the assets of the Society 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:
- (i) payment of the Society's debts and liabilities contracted before he ceased to be a member;
  - (ii) payment of the costs, charges and expenses of winding up and
  - (iii) adjustment of the rights of the contributories among themselves.
- (b) No portion of the Society's income shall be distributed to its members by way of dividend, bonus or otherwise by way of profit, provided that nothing shall prevent payment in good faith of remuneration or expenses in return for services rendered or liabilities incurred.

## 32 Requirement to hold an Annual General Meeting

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- (a) The Society shall once in every year on such date as the Board may determine hold a general meeting as its Annual General Meeting and shall specify the same as such in the notices calling it.
- (b) An Annual General Meeting shall be called by giving at least one calendar months' notice in writing in accordance with Article 52. All other general meetings shall be called by giving at least 10 business days' notice in writing in the same manner.
- (c) A general meeting may be called at any time by the Board.

- (d) The Board shall call a general meeting if requested to do so by members who represent at least 5% of the total voting rights of all the members having a right to vote at general meetings, in accordance with section 303 of the Companies Act 2006. This power shall be extended to be exercisable at any time by forty or more members entitled to vote notwithstanding that they may not represent 5% of total voting rights. Paragraph (b) shall apply in relation to the notice to be given.

## 33 Attendance and speaking at General Meetings

- (a) A person may exercise the right to speak at a general meeting when, during the meeting, that person is able to communicate to all those attending the meeting, any information or opinions which that person has on the business of the meeting.
- (b) A person can exercise the right to vote at a general meeting when:
- (i) that person can vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (ii) that person's vote can be considered in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (c) 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.
- (d) 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.
- (e) 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.
- (f) Directors may attend and speak at general meetings.
- (g) Persons who are not members of the Society may not attend and speak at a general meeting unless they hold a valid proxy for a member.

## 34 Quorum for general meetings

- (a) No business other than the appointment of the chair of the meeting and the adjournment of the meeting pursuant to Article 36 is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- (b) The quorum for any general meeting shall be two percent of the total number of members for the time being present in person or by proxy and entitled to vote.

## 35 Chairing general meetings

- (a) Subject to paragraph (b) the chair at a general meeting shall be the President or in his absence the Vice-President.
- (b) If neither the President nor Vice-President are present or if they are unwilling to chair the meeting within thirty minutes of the time at which the meeting was due to start the directors present, or if no directors are present, the members present at the meeting, shall appoint a director or member to chair the meeting and the appointment of the chair of the meeting must be the first business of the meeting.

## 36 Adjournment

- (a) If the persons attending a general meeting do not within half an hour of the time at which the meeting was due to start constituting a quorum or if during a meeting a quorum ceases to be present the chair of the meeting must adjourn it.
- (b) The chair of the meeting may adjourn a general meeting at which a quorum is present if:
  - (i) the meeting consents to an adjournment, or
  - (ii) it appears to the chair 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.
- (c) The chair of the meeting must adjourn a general meeting if directed to do so by a majority of members attending the meeting.
- (d) When adjourning a general meeting, the chair of the meeting must:
  - (i) 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
  - (ii) have regard to any directions as to the time and place of any adjournment which have been given by the persons specified in paragraph (c).
- (e) If the continuation of an adjourned meeting is to take place more than 14 days after it is adjourned, the Society must give at least 7 clear days' notice of it:
  - (i) to all persons to whom notice of the Society's general meetings is required to be given, and
  - (ii) containing the same information which such notice is required to contain.
- (f) 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.
- (b) If neither the President nor Vice-President are present or if they are unwilling to chair the meeting within thirty minutes of the time at which the meeting was due to start the directors present, or if no directors are present, the members present at the meeting, shall appoint a director or member to chair the meeting and the appointment of the chair of the meeting must be the first business of the meeting.

## 37 Voting: General

- (a) A resolution put to the vote of a general meeting shall be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- (b) Every Full member other than honorary members shall have one vote.
- (c) Members may instead of voting personally appoint a proxy to attend and vote on their behalf. If appointing a proxy, the member must send to the Secretary a proxy form no later than 48 hours prior to the general meeting in the form required by Article 40.
- (d) In the case of an equality of votes either on a show of hands or on a poll the chair of the meeting shall be entitled to a further casting vote.

## 38 Errors and disputes

- (a) No objection may be raised to the qualification of any person voting at a meeting except at the meeting or adjourned meetings at which the vote is tendered and every vote not disallowed at the meeting is valid.
- (b) Any such objection must be referred to the chair of the meeting whose decision is final.

## 39 Poll votes

- (a) A poll on a resolution may be demanded:
  - (i) in advance of the general meeting where it is to be put to the vote; or
  - (ii) 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.
- (b) A poll may be demanded by:
  - (i) the chair of the meeting;
  - (ii) two or more directors;
  - (iii) ten or more persons having the right to vote on the resolution; or
  - (iv) 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.

- (c) A demand for a poll may be withdrawn if:
  - (i) the poll has not yet been taken and
  - (ii) the chair of the meeting consents to the withdrawal.
- (d) Polls must be taken immediately and in such manner as the chair of the meeting directs.
- (e) No poll shall be demanded on the election of a chair of the meeting or on any adjournment.

## 40 Content of Proxy Notices

- (a) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
  - (i) states the name and address of the member appointing the proxy;
  - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
  - (iv) is delivered to the Society in accordance with the Articles and any instructions contained in the notice of the general meeting to which it relates.
- (b) The Society may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- (c) 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.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:
  - (i) 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
  - (ii) 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.



## 41 Delivery of Proxy Notices

- (a) 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 Society by or on behalf of that person.
- (b) An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (c) 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.
- (d) 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.

## 42 Amendments to Resolutions

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

## 43 Written Resolutions

- (a) A written resolution approved by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of voting members (provided that those members would constitute a quorum at a general meeting) is valid as if it had been passed at a general meeting provided that:
  - (i) a copy of the proposed resolution has been sent to every eligible member;
  - (ii) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members have signified their agreement to the resolution; and
  - (iii) such agreement is contained in an authenticated document that has been received at the registered office or administrative address of the Society within the period of 28 days beginning with the circulation date.
- (b) A resolution under Article 43(a) may consist of several documents in similar form each approved by one or more members.

# Part 4

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## Administrative Arrangements

## 44 Appointment of Secretary

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- (a) The Board may appoint a company secretary to hold office for such term as the Board may decide. The company secretary may be remunerated as determined by Board from time to time.
- (b) The Board may at its discretion appoint an assistant or deputy company secretary.

## 45 Appointment of Staff

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- (a) The Board may at its discretion appoint (on such terms as it thinks fit) staff on a full time, part time or consultancy basis.
- (b) The Board may pay pensions or gratuities on retirement to employees of the Society or otherwise provide by way of superannuation scheme, assurance or otherwise for their superannuation and may also if thought fit provide by way of pension, annuity, allowance or otherwise for former employees of the Society or their dependants or relatives.

## 46 Means of Communication to be Used

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- (a) Subject to the Articles, anything sent or supplied by or to the Society under the Articles may be sent or supplied in any way in which the Companies Acts provides for documents or information which are authorised or required by any provision of those Acts to be sent or supplied by or to the Society.
- (b) Members are required to provide and maintain a working email address as a condition of their membership. Members are deemed to have received all communications sent to the last provided email address in accordance with Article 46(a).
- (c) 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.
- (d) Notwithstanding paragraph (b) a director may agree with the Society 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.

## 47 Company Seal

- (a) Any common seal may only be used by the authority of the directors.
- (b) The directors may decide by what means and in what form any common seal is to be used.
- (c) Unless otherwise decided by the directors, if the Society 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.
- (d) For the purposes of this Article, an authorised person is:
  - (i) any director;
  - (ii) the company secretary (if any); or
  - (iii) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

## 48 Indemnity

- (a) Subject to Article 48(b), a relevant director or an associated company may be indemnified out of the Society's assets against:
  - (i) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Society or an associated company;
  - (ii) any liability incurred by that director in connection with the activities of the Society; or (iii) any other liability incurred by that director as an officer of the Society or an associated company.
- (b) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or any other provision of law.
- (c) In this Article:
  - (i) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
  - (ii) a "relevant director" means any director or former director of the Society or an associated company.

## 49 Insurance

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- (a) The directors may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any relevant director in respect of any relevant loss.
- (b) In this Article:
  - (i) a “relevant director” means any director or former director of the Society or an associated company,
  - (ii) 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 Society, any associated company, and
  - (iii) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

## 50 Accounting Records

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- (a) The Board shall cause true accounting records to be maintained such that they can give a true and fair view of the state of the affairs of the Society to explain its transactions.
- (b) The books of account shall be kept at the administrative office of the Society or at such other place as the Board shall think fit and shall always be open for inspection by the directors or members subject to any reasonable restriction as to the time and manner of such inspection.

## 51 Service of Notices

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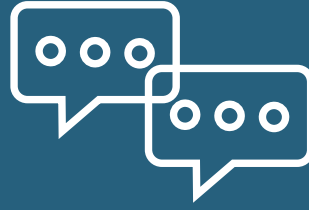
- (a) A notice may be served on a member pursuant to Article 46 and it shall be deemed to have been served on the day following posting, either by:
  - (i) sending it through the post in a prepaid letter using the address of that member recorded in the register of members; or
  - (ii) sending it via email to the email address of that member recorded in the register of members.
- (b) A notice may be served on the Society at its registered office or at its administrative office.



## 52 Dissolution

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- (a) If upon winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be distributed among the members of the Society but shall be given or transferred to some other institution or institutions furthering the profession of audiology in the United Kingdom provided that such other institution has a condition of at least the same effect as that in Article 31(b).



## Queries & Questions

BSHAA has taken all reasonable steps to ensure that the information in this guide is accurate and up to date.

BSHAA does not accept any liability for any errors or omissions, or for how it might be interpreted or used.

The Society welcomes comments on this document or if you have any questions or queries, please contact the panel through:



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