

THE COMPANIES ACTS 1985 AND 1989



COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND  
ARTICLES OF ASSOCIATION

of

**THE BRITISH DIETETIC ASSOCIATION**

Company No. 435492

Incorporated 29 May 1947  
As a Company exempt from the  
Requirement to use the word 'Limited'

(As altered by Special Resolution  
Passed on 23<sup>rd</sup> June 2010)

Companies Acts 1985 and 1989

**Company Limited by Guarantee  
And Not Having a Share Capital**

**MEMORANDUM OF ASSOCIATION**

of

**THE BRITISH DIETETIC ASSOCIATION**

**1. NAME**

The name of the Company is *THE BRITISH DIETETIC ASSOCIATION* ('the Association').

**2. REGISTERED OFFICE**

The registered office of the Association is situated in England.

**3. OBJECTS**

The objects for which the Association is established ('the Objects') are:

- 3.1** to advance the science and practice of dietetics and associated subjects;
- 3.2** to promote training and education in the science and practice of dietetics and associated subjects;
- 3.3** to regulate the relations between dietitians and their employers.
- 3.4** to promote health and well being amongst the population through the science and practice of dietetics
- 3.5** to further all such objects which a trade union may lawfully pursue in accordance with statute

**4. POWERS**

In furtherance of the Objects and not otherwise, the Association has the following powers:

- 4.1** to establish scholarships and to grant prizes, awards, diplomas and certificates of merit and proficiency and qualifications in connection with dietetics.

- 4.2** to make, institute and establish grants, contributions, awards, scholarships, endowments or other benefactions in connection therewith;
- 4.3** to diffuse the knowledge and to further the understanding of dietetics and to produce, print, publish, sell, lend or distribute reports and proceedings of the Association and such papers, periodicals, books, treatises, circulars and other publications in any media as may further the Objects;
- 4.4** to facilitate the exchange of information and ideas and the consideration of and discussion on matters affecting dietetics or persons engaged therein, and to provide for the delivery and holding of lectures, meetings, classes, conferences, exhibitions and demonstrations of apparatus, plant and processes or otherwise in connection therewith or with the Objects;
- 4.5** to establish and maintain libraries (including circulating libraries) and museums suitable for the use and instruction of persons engaged in the study of dietetics, and to furnish the same with books, reviews, magazines, newspapers, registers, journals and other appropriate publications in any media, apparatus, plant, models and other exhibits;
- 4.6** to accept any grant or gift of property, legacy or annuity, whether subject to any special trust or not;
- 4.7** to take such steps, by personal or wider appeals, meetings, advertisements or by any other means as may from time to time be deemed expedient, for the purpose of promoting the Objects or of procuring contributions to its funds by any legal means;
- 4.8** to undertake and execute any charitable trusts the undertaking or execution whereof may further the Objects;
- 4.9** to amalgamate with any associations, societies, corporations, institutions or bodies having objects altogether or in part similar to the Objects and prohibiting the distribution of their income and property to an extent at least as great as is imposed on the Association by Clause 5 hereof;
- 4.10** to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the associations, societies, corporations, institutions or bodies with which the Association is authorised to amalgamate;
- 4.11** to borrow money, give security for loans, make grants or loans of money, give guarantees and deposit or invest funds in any manner;
- 4.12** to acquire, rent, let or dispose of property of any kind;

- 4.13 to insure the property of the Association against any foreseeable risk and take out other insurance policies to protect the Association when required;
- 4.14 to insure the Members of the Council against the costs of a successful defence to a criminal prosecution brought against them or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of duty, unless the Member concerned knew that, or was reckless whether, the act or omission was a breach of duty;
- 4.15 to engage or employ such persons or companies to perform such duties as agents, advisers, managers or employees as the Council in its discretion shall from time to time determine, upon terms which it considers proper;
- 4.16 to enter into contracts to provide services to or on behalf of other bodies;
- 4.17 to establish subsidiary companies to assist or act as agents for the Association;
- 4.18 to do all such other lawful things as promote or help to promote the Objects.

## **5. BENEFITS TO MEMBERS**

The property and funds of the Association shall be used only for promoting the Objects and no part shall be paid or transferred directly or indirectly by way of dividend or otherwise by way of profit to members of the Association, provided that members may: be employed by or enter into contracts with the Association and receive reasonable payment for goods or services supplied; be paid interest at a reasonable rate on money lent to the Association; and be paid a reasonable rent, license fee or hiring fee for property let, licensed or hired to the Association and further provided that payments may be made to members of the Council in connection with their duties as members of Council.

- 6. The Association shall keep true and accurate accounts of all money received and expended and of the assets and liabilities of the Association, shall have its accounts audited annually; shall keep the Association's accounts at its registered office or such other place as it shall deem fit; and shall make the accounts open to inspection of the members, subject to reasonable restrictions that may be imposed by the Association from time to time, relating to time and manner of inspection.

## **7. LIMITED LIABILITY**

The liability of members is limited.

## **8. GUARANTEE**

Every member promises, if the Association is dissolved while she remains a member or within twelve months afterwards, to contribute such amount as may be required (not exceeding £1) towards the costs of dissolution and the liabilities incurred by the Association while the contributor was a member.

## **9. DISSOLUTION**

If the Association is dissolved the assets (if any) remaining after provision has been made for all its liabilities shall be transferred to one or more other associations, societies, corporations, institutions or bodies such as are mentioned in Clause 4.9 hereof, or applied directly for the Objects or charitable purposes within or similar to the Objects, as the Members of the Association shall determine before the dissolution.

## **10. INTERPRETATION**

Words and expressions defined in the Articles of Association have the same meanings in this Memorandum.

Companies Acts 1985 and 1989

**Company Limited by Guarantee  
And Not Having a Share Capital**

**ARTICLES OF ASSOCIATION**

**of**

**THE BRITISH DIETETIC ASSOCIATION**

**DEFINITIONS AND INTERPRETATION**

1. In the Articles unless the context otherwise requires the following definitions and rules of construction shall apply:

Annual General Meeting	an annual general meeting held in accordance with Article 19
the Articles	the Articles of Association of the Association for the time being in force
Associate Fellows	Associate Fellows will demonstrate a level of competency, professional achievement or qualification as may be prescribed by Council
the Association	The British Dietetic Association
the Association's Office	the registered office of the Association at Charles House, 148/9 Great Charles Street, Birmingham or such other address notified to members as such by the Association from time to time
Branches	those branches as determined in accordance with Article 58
the Bylaws	the bylaws, regulations and standing orders of the Association from time to time made pursuant to Article 46(k)
the Chairman	the person appointed to hold that office in accordance with Article 40
the Chairman Elect	the person appointed to hold that office in accordance with Article 40

the Companies Act	the Companies Act 1985
Constituency Members	those persons appointed to hold that office in accordance with Article 41
the Council	the Council of Management for the time being of the Association constituted in accordance with Article 40
dietetics	the interpretation and application of the scientific principles of nutrition in health and disease including technical and other work and practice, sciences and subjects ancillary, allied or auxiliary thereto or associated therewith
dietitian	a person engaged in dietetics
Extraordinary General Meeting	all general meetings that are not Annual General Meetings
FBDA	Fellow of The British Dietetic Association
Fellows	Fellows will be members who are elected by the profession according to Bylaws laid down by Council
Health Professions Council	the regulatory body for registered dietitians
Honorary Secretary	the person appointed to hold the position that office in accordance with Article 40
MBDA	Member of the British Dietetic Association
members	full members, Fellows and non-practising members of the Association
Office-holding Members	those persons appointed to hold the office of Chairman, Chairman Elect, Honorary Secretary and Honorary Treasurer in accordance with Article 40
prescribed	prescribed by the Council by Bylaw or otherwise under powers conferred by the Articles

recognised	in relation to any tuition, training, course, curriculum, examination, degree, diploma, certificate or other qualification, post or institution, means such of the matters aforesaid as have been assessed and are for the time being approved by the Council for any specified purpose
recognised qualifying body	a body the standard of whose tuition, training, courses, curricula or examinations or of the degrees, diplomas, certificates or other qualifications which it grants for any branch or branches of dietetics has been assessed and is for the time being approved by the Council for the purpose of qualifying dietitians for registration on the register or registers
the register or registers	the register or registers for the time being established and maintained by or by the direction of the Council, or the register or registers maintained by the Health Professions Council or any other body recognised by the Council, in which are entered the names (with such other particulars as may be thought fit) of persons qualified in the opinion of the Council to practise dietetics or any branch thereof
Specialist Group	those groups as described in Article 59
Trade Union	that part of the Association which is a Trade Union as recognised by the Certification Officer and in accordance with the Trade Union and Labour Relations (Consolidation) Act 1992
United Kingdom	the United Kingdom of Great Britain and Northern Ireland
Vice Chairman	the person appointed to hold that office in accordance with Article 47
year	in relation to the length of time for which a member may be elected to office in the Association, means the interval between the close of the Annual General Meeting of the Association in one year and the close of the Annual General Meeting in the following year

- (A) Unless the context otherwise requires words denoting the singular shall include the plural and vice versa, references to any gender shall include all other genders and references to persons shall include natural persons, bodies corporate, unincorporated associations, governments, states, trusts and partnerships, in each case whether or not having a separate legal personality. References to the word “include” or “including” are to be construed without limitation.
  - (B) Any reference to the Bylaws or any other document is a reference to the Bylaws or that other document as amended, varied, supplemented, or notated (in each case, other than in breach of the provisions of these Articles) at any time.
  - (C) In the event of any conflict between the provisions of the Articles and the Bylaws, the provisions of Articles shall prevail.
  - (D) References in the Articles to any statute, statutory provision or EC Directive include a reference to that legislation as amended, extended, consolidated or replaced from time to time (whether before, on or after the date the Articles are adopted) and include any former legislation which it re-enacts, consolidates or replaces and any order, regulation, instrument or other subordinate legislation made under the relevant legislation.
2. The Association is established for the purposes expressed in the Memorandum of Association.

### **MEMBERSHIP**

3. The members of the Association shall be:
- (i) such eligible persons as the Council shall admit as full members in accordance with the Articles;
  - (ii) such full members as the Council or the Association in general meeting may at any time elect as Fellows of the Association;
  - (iii) non-practising members.
4. Any person who holds a recognised qualification in any prescribed branch of dietetics and who is or has been at any time registered, or eligible to be registered, with the Health Professions Council shall be eligible to become a full member of the Association. Eligible persons who have at any time been removed from any statutory register in any country must provide such additional evidence as shall be required by Council. The Council shall by Bylaws prescribe the procedure for application for and admission as a full member. Members may denote membership by use of the letters MBDA as part of their professional title.

5. The Council may elect members to be Fellows of the Association and shall, by Bylaws, prescribe the criteria and process for election. Fellows may denote their status by use of the letters FBDA as part of their professional title. Fellows of the Association shall on election retain all the privileges of and have the same liabilities (including for payment of subscriptions) as full members of the Association
6. The Council may make Bylaws to establish criteria and procedures for the awarding of other grades of membership and provide rules on the use of letters as part of any additional grades of membership.
7. Full members who are non-practising and persons eligible to be full members who are non-practising may apply for and be admitted to the category of non-practising members, subject to the prescribed procedures. Non-practising members shall have such privileges (including the right to vote) and liabilities as the Council shall prescribe.
8.
  - (a) Persons enrolled on a recognised course of training in dietetics shall be eligible for admission to the Association as student members during such time as they remain on such a course. The Council shall by Bylaws prescribe the procedure for application for and admission as a student member. No person who is eligible to be a member shall be eligible to be a student member.
  - (b) Student members shall not have the liabilities of membership of the Association. They shall be entitled to receive notice of and attend (but not vote at) general meetings of the Association, and to elect a student member to attend meetings of the Council as an observer.
9.
  - (a) The Council or the Association in general meeting may at any time elect:
    - (i) as affiliates of the Association persons who hold recognised scientific qualifications in the field of human nutrition. The Council shall by Bylaws prescribe the procedure for application for and admission as an affiliate. No persons eligible to be members or student members of the Association shall be eligible to be affiliates;
    - (ii) as honorary associates of the Association such persons as may be thought fit;
    - (iii) as associate members of the Association such persons as may be thought fit.
  - (b) Affiliates, associate members and honorary associates of the Association shall not have the liabilities of membership of the Association. They shall be entitled to receive notice of and attend (but not vote at) general meetings of the Association.

10. The Council may from time to time by Bylaws alter the categories of membership and prescribe the qualifications which members, student members, affiliates, associate members or honorary associates may be required to possess and the rights and privileges they may enjoy.
11. A member, student member, affiliate, associate member or honorary associate may resign from the Association by giving to the Honorary Secretary three months' notice in writing and paying all arrears of subscription (if any) due, provided that no purported resignation shall be effective if at the time of such purported resignation the membership could have been terminated under Article 12.
12. In addition to the Council's powers under Article 17 to terminate membership automatically for non-payment of subscription, the Council may at its discretion and in accordance with the Bylaws, terminate or suspend the membership of any member, student member, affiliate, associate member or honorary associate.
13. An application for restoration to membership or to the status of student member, affiliate, associate member or honorary associate may be submitted to the Honorary Secretary not less than twelve months after termination of the same and shall be considered by the Council, whose determination shall be final and conclusive.

## **SUBSCRIPTIONS**

14. The annual subscriptions payable by members, student members, affiliates and associate members shall be in accordance with the scale prescribed from time to time by the Council and shall be payable at the time or times determined by the Council.
15. The Council may at any time in its absolute discretion reduce the subscription payable by any member to the subscription payable by a student member for the period while such member is taking a recognised course for further qualification in any branch of dietetics, provided that for the period covered by such reduced subscription (and notwithstanding any other provisions in these Articles) such member shall only have the privileges of a student member of the Association.
16. A letter requesting payment shall be sent by the Honorary Secretary to each member, student member, affiliate or associate member whose subscription is more than two months in arrears, but the non-receipt of such letter shall not affect termination of membership under Article 16.

17. Any member, student member or affiliate whose subscription is more than four months in arrears after its due date, or who owes any other monies to the Association at the time the subscription is due, shall automatically cease to be a member, student member, affiliate or associate member respectively, but may, at the discretion of the Council, be reinstated on payment of all arrears due to the date when she ceased to be a member, student member or affiliate together with any further subscription due at the time of reinstatement.
18. Only members whose subscriptions to the Association are paid up to date shall be entitled to vote at any general meeting either in person or by proxy, as a proxy for another member, or in a postal ballot.

### **GENERAL MEETINGS**

19. The Association shall hold a general meeting in every calendar year as its Annual General Meeting on the date (not being more than fifteen months after the previous Annual General Meeting) and at the time and place fixed by the Council.
20. The Council may whenever it thinks fit convene an Extraordinary General Meeting and, in accordance with the provisions of the Companies Act, the Council shall promptly convene an Extraordinary General Meeting at the written request of not less than one tenth of the members duly served upon the Association at the Association's Office.

### **NOTICE OF GENERAL MEETINGS**

21. At least twenty-one days' notice in writing of every Annual General Meeting and of every Extraordinary General Meeting convened to pass a special resolution, and at least fourteen days' notice in writing of every other Extraordinary General Meeting, shall be given to such persons as are under the Articles or under the Companies Act entitled to receive notice of meetings from the Association.
22. The notice shall specify the date, time and place of the meeting, set out all proposed special and extraordinary resolutions and describe generally the nature of the other business to be transacted. Notices of Annual General Meetings shall inform members where the annual report and audited accounts of the Association for the preceding year may be obtained. Members who cannot access web based information may receive such reports in printed format.
23. The accidental omission to give notice of any meeting to, or the non-receipt of any such notice by, any person entitled to receive the same shall not invalidate the proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 24.** The business of the Annual General Meeting shall be to receive and consider the annual report of the Council and the audited Accounts of the Association for the preceding year together with the Auditors' Report, to receive the report of the election of Members of the Council in accordance with Articles 40 and 41 and to appoint and fix the remuneration of the auditors.
- 25.** No business shall be transacted at any general meeting unless a quorum of members entitled to vote is present. Fifty members personally present shall form a quorum. No business shall be transacted at any general meeting unless the quorum is present throughout the business.
- 26.** If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting shall be dissolved.
- 27.** The Chairman of the Association (if any) or, in his absence, the Chairman Elect (if any) or, in his absence, the Vice Chairman (if any), shall preside at every general meeting, but if neither the Chairman, Chairman Elect or Vice Chairman is present fifteen minutes after the time appointed for holding the meeting and willing to act, the Members of the Council present shall elect one of their number to the chair, but if there is no Member of Council present willing to take the chair, the members entitled to vote and personally present shall elect one of their number to chair the meeting.
- 28.** The Chairman 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 an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. Otherwise, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 29.** At any general meeting 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, a show of hands either:
  - (a) a poll is demanded by at least one third of the members present in person or by proxy, in which event the provisions of Article 31 shall apply, or
  - (b) a resolution is put to the vote of the meeting that the question be decided by postal ballot, and the resolution is carried by a majority of those present in person or by proxy, in which event the provisions of Article 56 shall apply, and no poll shall take place at the meeting.

30. Unless a poll is so demanded or a resolution for a postal ballot is carried, a declaration by the chairman 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 the resolution.
31. A poll shall be taken in such manner as the chairman shall direct, save that 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 at such time as the chairman of the meeting directs and any business other than that upon which a poll or postal ballot has been demanded may proceed pending the taking of the poll or postal ballot. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
32. In the case of an equality of votes, whether on a show of hands, on a poll or on a postal ballot, the chairman of the meeting at which the show of hands took place or at which the poll was demanded or a resolution for a postal ballot was carried shall be entitled to a second or casting vote.
33. No special business shall be transacted at a general meeting unless (a) it is moved by or on behalf of the Council or (b) a proposal to move the same signed by not less than fifteen members entitled to vote at such general meeting shall have been given in writing to the Honorary Secretary not less than twenty-one days before the date fixed for the meeting.

### **VOTES OF MEMBERS**

34. On a show of hands every member entitled to vote and present in person shall have one vote, and upon a poll every member entitled to vote and present in person or by proxy shall have one vote.
35. The appointment of a proxy shall be in writing in the prescribed form, or in any other form approved by the Council, and signed by the appointer. A proxy must be a member entitled to vote.
36. The appointment of a proxy must be deposited at the Association's Office or delivered to the Honorary Secretary before the commencement of the meeting or adjourned meeting at which the proxy proposes to vote. Otherwise the appointment shall be treated as invalid.
37. The appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll or a postal ballot.

### **COUNCIL OF MANAGEMENT**

38. The affairs of the Association shall be managed by the Council, which shall consist of not less than twelve persons, elected from among the members of

the Association as follows:

- (a) the Chairman of the Association and the Chairman Elect, elected in the manner prescribed in Article 40
- (b) the Office-holding Members of the Council, who shall be those persons elected in the manner prescribed in Article 40 to fill as many positions on the Council with a defined portfolio of responsibilities (including the Honorary Secretary) as the Council or the Association in general meeting shall decide;
- (c) the Constituency Members of the Council, who shall be those persons elected in the manner provided in Article 41 by as many constituencies with such geographical boundaries as the Council or the Association in general meeting shall decide. If any Constituency Member is unable to attend a meeting of the Council or otherwise perform her functions as a Member of the Council, she may request the deputy elected by the same constituency to attend or act in her place, provided that her personal responsibilities as a Member of the Council shall not be diminished thereby.

**39.** The Chairman shall hold office for a period of two years and shall be eligible for concurrent re-election as Chairman once. The Chairman shall be elected one year in advance and during that year is known as Chairman Elect. All other Council members shall be eligible to be re-elected to the same post for 2 concurrent terms. For the purposes of this Article 39 a "year" shall mean the period between the end of one Annual General Meeting and the end of the next Annual General Meeting of the Association. Where the member is currently on Council and elected as Chairman Elect they shall be permitted to hold the two positions concurrently

**40.** Subject to the provisions of the Bylaws, the method of election of the Chairman, Chairman Elect and the Office-holding Members of the Council shall be as follows:

- (a) not later than seventy days before an Annual General Meeting at which the Chairman, Chairman Elect and/or any Office-holding Members of the Council are to retire, the Honorary Secretary shall give to each member eligible to vote notice of the offices to be filled at the forthcoming Annual General Meeting. The notice shall state whether the persons retiring (if eligible for re-election) wish to stand for election and shall invite nominations for the positions to be filled, to be submitted to the Honorary Secretary by a stated date not later than twenty-eight days after the notices have been given;
- (b) any four members entitled to vote may nominate another member for election to a vacant position. The nomination must include a statement of her qualifications and her consent in writing to the nomination;
- (c) save where a member is running for Chairman and is therefore permitted to run for two positions no candidate shall stand for election to more than

one position at the same time;

- (d) not later than forty-two days before the Annual General Meeting candidates may submit election addresses to the Honorary Secretary conforming to the requirements of the Bylaws, and the Bylaws shall govern the distribution of the same;
  - (e) the Council shall appoint an independent scrutineer to oversee the distribution of ballot papers and the receipt and counting of completed ballot papers;
  - (f) not later than twenty-eight days before the Annual General Meeting, the Honorary Secretary under the supervision of the independent scrutineer shall send to all members eligible to vote a ballot paper conforming to the requirements of the Bylaws, specifying the offices for which elections are to be held and listing the names and qualifications of the candidates for each office, together with the names of their proposers;
  - (g) the ballot papers shall specify the date, not later than seven days before the Annual General Meeting, by which they must be returned to the independent scrutineer;
  - (h) if there is only one candidate for a position, there shall be no ballot for that position;
  - (i) the candidate for election to each position with the largest number of valid votes cast in her favour according to the independent scrutineer's report shall be elected to that position. In the event of a tied vote, the election shall be decided by lot in accordance with the Bylaws;
  - (j) the Council shall report to the Annual General Meeting the persons who have been elected to the vacant positions unopposed or by ballot and the persons so elected shall assume office at the close of the Annual General Meeting.
- 41.** The method of election of Constituency Members of the Council and Deputies shall be as follows:
- (a) only members entitled to vote and residing or working within the boundaries of a constituency shall be eligible to vote for a Constituency Member to represent that constituency;
  - (b) members are only eligible to vote in one constituency and where any member may be eligible to vote in more than one constituency the member must nominate which constituency they will be voting in and notify the Association [in accordance with the Bylaws], members may notify the Association if they need to change their nominated constituency, but any such notifications must be received at least 100 days before an Annual General Meeting and 70 days before an Annual General Meeting if that member is to be entitled to vote in their newly

nominated constituency;

- (c) not later than seventy days before an Annual General Meeting at which a Constituency Member of the Council is to retire, the Honorary Secretary shall give notice to all members eligible to vote in a constituency. The notice shall state whether the retiring Constituency Member (if eligible for re-election) wishes to stand for election and shall invite nominations for the position, to be submitted to the Honorary Secretary by a stated date not later than twenty eight days after the notice has been given;
- (d) any four members eligible to vote in that constituency may nominate another member eligible to vote in that constituency for election as the Constituency Member. The nomination must include a statement of her qualifications and her consent in writing to the nomination;
- (e) no member shall stand for election as an Office-holding Member of the Council and a Constituency Member at the same time;
- (f) not later than forty-two days before the Annual General Meeting, candidates for election in a constituency may submit election addresses to the Honorary Secretary conforming to the requirements of the Bylaws, and the Bylaws shall govern the distribution of the same to members eligible to vote within the constituency;
- (g) not later than twenty-eight days before the Annual General Meeting, the Honorary Secretary, under the supervision of the independent scrutineer appointed as in Article 40(e), shall send to all members eligible to vote within the constituency a ballot paper conforming to the requirements of Article 40(f) and the Bylaws, listing the names and qualifications of the candidates together with the names of their proposers. The ballot papers shall specify the date, not later than seven days before the Annual General Meeting, by which they must be returned to the independent scrutineer;
- (h) the candidate in a constituency with the largest number of valid votes cast in her favour according to the independent scrutineer's report shall be elected Constituency Member. The candidate with the next largest number of valid votes cast in her favour shall be elected Deputy. In the event of a tied vote for either position, the election shall be decided by lot in accordance with the Bylaws;
- (i) if there is only one candidate in a constituency, there shall be no ballot and that candidate shall be deemed to be elected Constituency Member;
- (j) if there are only two candidates in a constituency, and those candidates both agree to the arrangement, there shall be no ballot and one candidate shall be declared Constituency Member and the other deputy;

- (k) the Council shall report to the Annual General Meeting the persons who have been elected to the vacant positions of Constituency Member unopposed or by ballot and those who have been elected deputy and the persons so elected shall assume office at the close of the Annual General Meeting.
- 42.**
- (a) In the event of a casual vacancy arising in the position of Chairman, the Chairman Elect (if any) shall serve as the Chairman for the remainder of the term of office of the person who has vacated office as Chairman and on the expiry of such period shall continue in office as the Chairman for a first term of two years in accordance with Article 39. If there is no Chairman Elect in post, the Vice Chairman shall serve as Chairman until a Chairman or Chairman Elect is elected. In the absence of a Vice Chairman the Council in its discretion shall appoint a member of the Association to fill the vacancy until the next Annual General Meeting, when that person shall be eligible for election for a first term of two years in that position.
  - (b) In the event of a casual vacancy arising in the position of an Office-holding Member of the Council, the Council in its discretion shall appoint a member of the Association to fill the vacancy. That person shall be appointed by Council to serve until the next Annual General Meeting or until the following Annual General Meeting, at the Council's discretion. A person appointed to fill a casual vacancy may not fill a post in this manner for more than two years without being eligible for election for a first term of two years in that position.
  - (c) A casual vacancy among Constituency Members shall be filled by the Deputy (if any) elected for the relevant constituency, who shall serve in that position until the next Annual General Meeting, when she shall be eligible for election for a first term of two years as the Constituency Member.
  - (d) The Council may co-opt any person to the Council for such period as the Council may determine. Any person who is co-opted to the Council is not a member of the Council but shall be entitled to receive notices of and to attend and speak at, but not to vote at, any meeting of the Council. The presence of such a person will not count towards the quorum necessary for the transaction of the business of the Council.
- 43.** Members of the Council shall be entitled to be reimbursed such reasonable out-of-pocket expenses (including accommodation and travel costs) or loss of earnings as they may incur in attending meetings of the Council or of committees of the Council or general meetings of the Association, or as they may otherwise incur in or about the affairs of the Association. Reimbursement shall be according to rates agreed by Council in Bylaws.

## **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

- 44.** (a) The position of a Member of the Council shall be vacated forthwith:
- (i) if she becomes bankrupt or she makes any arrangement or composition with her creditors;
  - (ii) if in the written opinion of a medical practitioner she is incapable, whether mentally or physically, of managing her affairs;
  - (iii) if she ceases to be a member of the Association;
  - (iv) if she resigns her position by written notice to the Honorary Secretary;
  - (v) if she becomes disqualified by law from acting as a company director; or
  - (vi) if she is removed from office by a resolution of the Association duly passed pursuant to Section 303 of the Companies Act.
- (b) The provisions of Section 293 of the Companies Act shall be deemed not to apply, so that no member of the Association shall be or become ineligible to hold office as a Member of the Council by virtue merely of attaining the age of seventy years or any other age.

## **POWERS OF THE COUNCIL**

- 45.** The Association shall be managed by the Council, which shall have power to do on behalf of the Association everything the Association is entitled to do, other than those things which the Companies Act or the Articles require to be done by the Association in general meeting, but the Council shall always be bound by the Articles, the Bylaws, the provisions of the Companies Act and by any resolution of the Association in general meeting, provided that no such resolution of the Association in general
- 46.** In particular, and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Council shall have the following powers:
- (a) to cause to be made, established, maintained, printed and published a register or registers of persons qualified in its opinion to practice dietetics or any branch thereof, or to recognise the register or registers maintained by the Health Professions Council or any other appropriate body and containing the names of persons so qualified:

- (b) to make and alter such conditions as it may think fit with regard to the entry of the names of persons on such register or registers, or the submission of such names to the body maintaining the register, and to charge and obtain fees and subscriptions for registration thereon or continuance on such register or registers or in connection with any application for registration;
- (c) to assess and if thought fit approve the standard of the tuition, training, courses, curricula and examinations of and the degrees, diplomas, certificates and other qualifications granted by any body for any branch of dietetics for the purpose of qualifying dietitians for registration on the register or registers or for the purpose of further qualification in any branch of dietetics and to admit any such body to recognition as a recognised qualifying body and to continue such recognition and to make and alter such conditions as it may think fit with regard to such admission, continuance, refusal or withdrawal, and to charge and obtain fees or other payments in connection therewith and in connection with any application for admission;
- (d) from time to time to define and vary the responsibilities and powers of the Members of the Council;
- (e) to engage or employ such persons to perform such duties as employees, consultants or advisers as the Council may in its discretion from time to time determine upon terms which it considers proper;
- (f) to appoint any person or persons or corporate bodies to accept and hold in trust for the Association any property belonging to the Association or in which it is interested or for any other purpose, and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of any such trustee or trustees (not being a Member of the Council);
- (g) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or any of the Members of the Council or employees of the Association or otherwise concerning the affairs of the Association;
- (h) to make arrangements with all or any of the members, student members, affiliates and associate members for collection by the Association of the fees or other monies payable by them in respect of registration in the register or registers, such fees or other monies being duly handed over by the Association to the body maintaining the register;
- (i) to set up, either jointly with such persons or corporate or unincorporated bodies or otherwise as the Council may think fit, advisory committees for the purpose of advising the Council on such matters as the Council shall think fit;

- (j) to empower the Trade Union to set out their rules in a handbook subject to the terms of these Articles;
- (k) from time to time to make such Bylaws, regulations or standing orders as it thinks fit for regulating the administration of the Association and Branches and Specialist Groups of members of the Association, subject to the approval by the Association in general meeting, and (subject to such approval) from time to time to add to, modify, repeal or vary such Bylaws. All Bylaws so made and for the time being in force shall be binding on the members, student members, affiliates, associate members and honorary associates of the Association and shall have full effect accordingly:
  - (i) as to the persons and classes of persons eligible for membership of the Association or to be admitted as student members, affiliates, associate members or honorary associates of the Association;
  - (ii) as to the conditions on which and the manner in which persons shall be admitted to membership or as student members, affiliates, associate members or honorary associates of the Association;
  - (iii) as to the subscriptions, fees or other payments to be payable by members, student members, affiliates and associate members;
  - (iv) as to the rights and privileges which shall be accorded to and the qualifications, restrictions and conditions which shall be attached to members, student members, affiliates, associate members and honorary associates;
  - (v) as to the manner in which membership or the status of a student member, affiliate, associate member or honorary associate may be suspended or terminated;
  - (vi) as to conditions governing admission to the register or registers and continuance thereon and as to the removal of any person there from;
  - (vii) as to the fees or subscriptions to be charged to members, student members, affiliates, associate members and honorary associates or for registration or continuance on the register or registers or for the submission of names to the body maintaining the register or registers or in connection with any application for admission;
  - (viii) as to the conditions governing the admission of recognised qualifying bodies to recognition as such and the continuance of such recognition and the fees and other payments in connection therewith and with any application for admission;
  - (ix) as to Branches, their geographical boundaries and regulations

affecting them;

- (x) as to Specialist Groups and the regulations affecting them;
- (xi) as to constituencies for the election of Constituency Members of the Council;
- (xii) as to the calling of and procedures related to general meetings, ballots, elections, and meetings of the Council and committees thereof; and
- (xiii) as to all such other matters as the Council may think fit: provided that:
  - (a) no Bylaw shall contravene any of the provisions of the Articles, the Companies Act or the Memorandum of Association of the Association;
  - (b) no Bylaw shall be made or, if made, have any validity or effect which would amount to or involve such an addition to or alteration of the Articles as could only legally be made by Special Resolution.

#### **PROCEEDINGS OF THE COUNCIL**

- 47.** The Council shall meet together, adjourn and regulate its meetings as it thinks fit. It shall elect a Vice Chairman from amongst its own members. A Member of the Council may, and the Honorary Secretary at the request of a Member of the Council shall, at any time summon a meeting of the Council.
- 48.** The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed the quorum shall be four.
- 49.** The Members for the time being of the Council may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the quorum of Members of the Council the Members for the time being may act for the purpose of filling vacancies in the Council or of summoning a general meeting of the Association, but for no other purpose.
- 50.** The Chairman of the Association (if any) or, in his absence, the Chairman Elect (if any), or in his absence the Vice Chairman (if any), shall be chairman of meetings of the Council, but if neither the Chairman, Chairman Elect nor the Vice Chairman is present within five minutes after the time appointed for holding the meeting and willing to act, the Members of the Council present may choose one of their number to chair the meeting.
- 51.** Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote. Proxy votes shall not be accepted at meetings of the

Council.

52. The Council may from time to time establish such committees as it thinks fit for the better administration of the Association and make and vary Bylaws to govern the terms of reference, composition and proceedings of committees. All committees shall fully report their acts and proceedings to the Council as soon as is reasonably practicable.
53. The Council shall cause proper minutes to be made of the proceedings of all meetings of the Association, of the Council and of committees of the Council, and all business transacted at such meetings. Any such minutes, if purporting to be signed by the chairman of the meeting or by the chairman of the following meeting, shall be sufficient evidence without any further proof of the facts stated in the minutes. A copy of the unconfirmed minutes of every meeting of the Council and of every committee shall be issued to each member thereof as soon as reasonably practicable after the meeting.
54. All acts bona fide done by the Council or a committee of the Council or by any person acting as a Member of the Council or a member of a committee shall, despite the later discovery that there was some defect in the appointment of any Member of the Council or of any member of a committee, or that they were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Council or a member of such committee.
55. A resolution in writing of the Council signed by all the Members of the Council or a resolution in writing of a committee of the Council signed by all the members of the committee entitled to vote shall be as valid and effective as if it had been passed at a duly convened and constituted meeting of the Council or of the committee respectively. The resolution may consist of several documents bearing the identical resolution each signed by one or more Members of the Council or members of the committee, as the case may be, and shall be treated as passed on the date of the last signature.

#### **POSTAL BALLOT**

56. The Association in general meeting may resolve to hold a postal ballot on any matter and the Council may determine to hold a postal ballot on any matter which in its opinion is of serious moment to the Association. The result of a postal ballot, which shall be conducted in accordance with prescribed procedures, shall be deemed in the case of a ballot conducted following a resolution under Article 29 to be the resolution of the general meeting at which a decision was taken to hold the postal ballot. In particular, but without prejudice to the generality of this Article, a postal ballot may be held to amend the Articles and to obtain the views of all members of the Association on matters of importance to the Association.

## **BRANCHES AND SPECIALIST GROUPS**

57. There may be formed separate bodies of members styled Branches and Specialist Groups.
58. Branches shall have prescribed geographical boundaries and each Branch shall comprise such members, student members, affiliates, associate members and honorary associates of the Association residing or working within its boundaries as elect to become members of it.
59. Specialist Groups shall each have an interest in a separate specialism within the field of dietetics. Each Specialist Group shall have its own criteria of membership and shall comprise such members, student members, affiliates, associate members and honorary associates of the Association as the Specialist Group admits to membership of it.
60. The Council shall from time to time make such Bylaws as it thinks fit to govern the establishment, administration and activities of Branches and Specialist Groups and such reports as they may be required to make to the Association.
61. No Branch or Specialist Group shall be established without the approval of its constitution by the Council, nor shall any amendment be made to such constitution without the prior approval of the Council. The Council may at any time require a Branch or Specialist Group to amend its constitution, to modify any aspect of its administration and activities or to be dissolved.

## **SEAL**

62. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of a Member of the Council and of the Honorary Secretary or such other person as the Council may appoint for the purpose, and that Member of the Council and the Honorary Secretary or other person aforesaid shall sign every instrument to which the seal of the Association is so affixed in their presence.

## **ACCOUNTS**

63. The Council shall comply with the requirements of the Companies Act as to keeping financial records, the audit of accounts and the preparation and transmission to the registrar of companies of annual reports, annual returns and annual statements of account.
64. The accounting records of the Association shall be kept at the Association's Office or, subject to compliance with the Companies Act, at such other place or places as the Council shall think fit and shall be open to the inspection of Members of the Council and, with the consent of the Council, other members of the Association.

## **AUDITORS**

- 65.** The Association shall at each Annual General Meeting appoint auditors to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting, provided that they are eligible for appointment pursuant to the Companies Act.
- 66.** Auditors may be removed at any general meeting of the Association, notwithstanding anything in any agreement between the Association and the auditors. Any vacancy may be filled by the Association in general meeting or by the Council.
- 67.** Auditors who have been duly appointed shall be re-appointed at the next Annual General Meeting of the Association unless:
- (a) a resolution has been passed at a general meeting appointing other auditors in their stead or providing expressly that they shall not be re-appointed; or
  - (b) they have given notice to the Association in writing of unwillingness to be re-appointed; or
  - (c) they are ineligible for re-appointment; or
  - (d) they have ceased to act as auditors by reason of incapacity.
- 68.** The auditors are entitled to attend any general meeting of the Association and to receive all notices of and other communications relating to any general meeting which a member is entitled to receive and to be heard at any general meeting which they attend on any part of the business of the meeting which concerns them as auditors.
- 69.** The remuneration of the auditors shall be fixed by the Council unless the Association in general meeting decides otherwise.
- 70.** The Association's auditors shall have such rights and duties, including the making of an annual report, as are provided by the Companies Act.

## **INDEMNITY**

- 71.** Subject to the provisions of the Companies Act every Member of the Council, employee or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

## **NOTICES**

- 72.** All references herein to the address of a member shall be to the last address supplied by her to the Association.
- 73.** Any notice referred to in the Articles as being required to be given to any member shall be properly served by delivering it by hand either to the addressee personally or to her address or by sending it by post, addressed to her at her address. Alternatively such a notice shall be deemed to be properly served on a member when it is published in or posted as an insert with a newsletter or similar publication of the Association, a copy of that issue being sent to the member in accordance with the foregoing provisions of this Article.
- 74.** A notice, if served by post, shall be deemed to be served the day after it was posted.
- 75.** The accidental omission to give a notice (including notice of a meeting) or to send papers (including ballot papers) to any member eligible to receive them or the non-receipt of any such documents shall not invalidate the election of any candidate or resolutions passed or business transacted at any meeting.

## **DISSOLUTION**

- 76.** The provisions of Clause 7 of the Memorandum of Association relating to the dissolution of the Association shall have effect and be observed as if the same were repeated in the Articles.