

COMPANY NUMBER: 4950685

# ARTICLES OF ASSOCIATION

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## OF THE BRITISH ACADEMY OF AUDIOLOGY

This document contains the Articles of Association of the British Academy of Audiology (BAA) – Registered Company No: 4950685 as required under the Companies Act 1985, 1989, and 2006.

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A PRIVATE COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF THE BRITISH ACADEMY OF AUDIOLOGY

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PART 1  
INTERPRETATION AND LIMITATION OF LIABILITY

**Defined terms**

1. In the articles, unless the context requires otherwise—
- “articles” means the company’s articles of association;
  - “BAA” means the British Academy of Audiology
  - “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
  - “chairman” has the meaning given in article 10;
  - “chairman of the general meeting” has the meaning given in article 25;
  - “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
  - “director” means a director of the company, and includes any person occupying the position of director, by whatever name called;
  - “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
  - “member” is a member of the BAA as defined within its Articles
  - “participate”, in relation to a directors’ meeting, has the meaning given in article 8;
  - “proxy notice” has the meaning given in article 31;
  - “writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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

**Liability of members**

2. The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of

its being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the company's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves.

**3. BAAs objects are to –**

- improve quality standards in Audiology with the aim to improve services for patients
- maintain professional standards in practice and in the training of Audiologists
- promote professional leadership and Continuing Professional Development for members

## PART 2

### DIRECTORS

#### DIRECTORS' POWERS AND RESPONSIBILITIES

##### **Directors' general authority**

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

##### **4. Committees**

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

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

#### DECISION-MAKING BY DIRECTORS

##### **5. - Directors to take decisions collectively**

(1) Any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 6.

##### **Unanimous decisions**

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

- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

### **Calling a directors' meeting**

- 7.—**(1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary to give such notice.
- (2) Notice of any directors' meeting must indicate—
- (a) its proposed date and time;
  - (b) where it is to take place; and
  - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.
- (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

### **Participation in directors' meetings**

- 8.—**(1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
- (a) the meeting has been called and takes place in accordance with the articles, and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **Quorum for directors' meetings**

- 9.—**(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—
- (a) to appoint further directors, or
  - (b) to call a general meeting so as to enable the members to appoint further directors.

### **Chairing of directors' meetings**

**10.**—(1) The President of the BAA is appointed as the chairman at directors' meetings.

In the absence of the President, the Vice President will act as chair at directors' meetings. In the absence of the President and the Vice President, the remaining directors shall appoint a director to chair the meeting.

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

### **Casting vote**

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

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

### **Conflicts of interest**

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

### **Records of decisions to be kept**

**13.** The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

### **Directors' discretion to make further rules**

**14.** Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

## ELECTION OF DIRECTORS

### **Election of directors**

**15 - (1)** Any member who is willing to act as a director, and is permitted by law to do so, may be elected to be a director following the election procedure as detailed below.

#### (2) Procedure for election of Directors

All members are invited to nominate themselves for a Director position as it becomes vacant. The Secretary will notify members of vacancies as these occur. The procedure and timescale to be followed will be published on the company's website and sent to all members in advance, and members will be notified of nominees no less than 7 days prior to the AGM and not more than 28 days before the AGM.

#### (3) Procedure for election of Vice President/ President

The president invites directors to nominate themselves for the position of Vice President, at the directors' meeting in July. Those wishing to stand are notified to the directors at the September meeting, and votes are cast for each nominee. Nominees cannot be present for voting. The person with the most votes is elected as Vice President, to take up position at the AGM. The Vice President takes over as president at the AGM the following year, unless this is deferred by one year as per article 17.

### **Termination of director's appointment**

- 16.** A person ceases to be a director as soon as—
- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
  - (b) a bankruptcy order is made against that person;
  - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
  - (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
  - (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
  - (g) the performance is unsatisfactory as evidenced through an appraisal undertaken by the President; or
  - (h) their membership of the company is terminated or they are no longer eligible for membership.

## **17. Tenure of office for Directors**

Directors are elected for three years, and may be re-elected for a further three years.

The President is elected for one year, and where the President has been in post already for a year, this may be extended for a further year if the President is willing and following a majority vote of the directors.

The Vice President is elected for one year and this may be extended by a further year if the term of the President is extended and if the Vice President is willing and following a majority vote of the directors.

The Past President remains a Board Director for one year, but this may be extended by one year if the President's term is extended and if the Past President is willing and following a majority vote of the directors.

No Board Director is eligible for re – election to the Board until they have been out of office for a year.

## **Directors' expenses**

**18.** The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

- (a) meetings of directors or committees of the company,
- (b) general meetings, or
- (c) separate meetings in connection with the exercise of their powers and the discharge of their responsibilities in relation to company.

## PART 3 MEMBERS

### **Membership**

Membership shall be divided into the classifications as defined below in article 21.

### **19. Applications for membership**

No person shall become a member of the company unless—

- (a) that person has completed an application for membership in a form approved by the directors, and
- (b) the membership office have approved the application.

### **20. Termination of membership**

(1) A member may withdraw from membership of the company by giving 7 days' notice to the company secretary in writing. Subscriptions paid are non-refundable.

(2) Membership is not transferable.

- (3) A person's membership terminates when that person dies or if it is an organisation, ceases to exist.
- (4) The BAA Board may terminate the membership of any member who no longer meets the membership requirements or who is found to be in violation of the company's code of conduct.
- (5) Additionally membership will be terminated if the member's professional or other registration to practice in audiology has been revoked or suspended or if they have been found to be in violation of the law.

## **21. Classifications of Membership**

### **MEMBERSHIP**

The categories of membership consist of students, affiliates, corporate, full, honorary and overseas members. Additional categories may be established by the directors.

All members will abide by the company's code of conduct which shall be periodically reviewed and amended by the directors. The code of conduct shall be made available for all members and potential members via the company's website. The members handbook contains the rules of membership.

## **22. Membership Subscriptions**

Membership runs on a 12 month rolling basis from the date of admission as a member. The amount of annual membership subscription is determined by the directors and reviewed on an annual basis.

## **ORGANISATION OF GENERAL MEETINGS**

### **23. GENERAL MEETINGS**

1. The company shall hold an Annual General Meeting each year in addition to any other General Meetings in that year. The Secretary shall notify the members of the AGM in writing no fewer than 21 days before the appointed date. The Annual General Meeting shall be held at such time and place as determined by the directors and members shall be informed of significant actions taken by the directors since the last AGM.
2. Only members of the company will be entitled to attend and only Full members are eligible to vote. All General Meetings other than Annual General Meetings shall be called General Meetings.

- 3 A General Meeting shall be convened on the requisition of members pursuant to the provisions of the Act. The Secretary shall notify the members of the General Meeting in writing at least 14 clear days before the appointed date, or shorter notice if agreed by the members.

#### 4. **NOTICE OF GENERAL MEETINGS**

An AGM called for the passing of a special resolution will require at least 14 clear days' notice. However, a general meeting may be called at shorter notice if agreed. The notice shall specify the time and place of the Meeting and the general nature of the business to be transacted and, in the case of an AGM, shall specify the Meeting as such. The notice shall be given to all the directors and Members. The accidental omission to give Notice of a meeting to, or the non-receipt of the notice of a Meeting by, any person entitled to receive notice shall not invalidate the proceedings of that Meeting.

#### **24. PROCEEDINGS AT THE AGM**

1. The directors shall present at the AGM their report for the preceding year, which with audited accounts for that year and the Auditors' Report shall be published in the Annual Report. Other business of the AGM shall be to consider the audited accounts and Auditors' Report, to receive the report of the election of new directors, to appoint and fix the remuneration of the Auditors for the forthcoming year and to transact any other business which may be introduced.
2. No business shall be transacted at any Meeting unless a quorum is present. The quorum shall be fifty persons entitled to vote upon the business to be transacted, each being a Full Member. If a quorum is not present within 15 minutes from the time appointed for the Meeting, or if during a Meeting a quorum ceases to be present, the Meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board may determine. If at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for the Meeting the members present shall constitute a quorum.
3. The President or in their absence some other director nominated by the directors shall preside as chair of the Meeting, but if neither the President nor such other director is present within 15 minutes after the time appointed for holding the Meeting and willing to act, the directors present shall elect one of their number to be chair and, if there is only one director present and willing to act, they shall be chair.

- 4 If no director is willing to act as chair, or if no director is present within 15 minutes after the time appointed for holding the Meeting, the members present and entitled to vote shall choose one of their number to be chair.
- 5 A resolution put to the vote of a Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded by the chair of the Meeting or by at least 10 Members present in person and entitled to vote.
- 6 Unless a poll is demanded, a declaration by the chair that a resolution has 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.
- 7 The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chair. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 8 A poll demanded on the election of a chair or on any question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The chair may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The demand for a poll shall not prevent continuance of a Meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the Meeting shall continue as if the demand had not been made. The result of the poll shall be deemed to be the resolution of the Meeting at which the poll is demanded.
- 9 In the event of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote they may have.
- 10 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the Meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

## ORGANISATION OF GENERAL MEETINGS

### Attendance at general meetings

**25** (1) A person is able to exercise the right to vote at a general meeting when—

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

### Attendance by directors and non-members

**26.**—(1) Directors may attend general meetings.

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

### Adjournment

**27.**—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

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

- (a) the meeting consents to an adjournment, or
- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

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

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

- (a) to the same persons to whom notice of the company's general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

## VOTING AT GENERAL MEETINGS

**28.** Voting: general (1) Every full and honorary member shall have one vote.  
(2) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

### Errors and disputes

**29.**—(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.  
(2) Any such objection must be referred to the chairman of the meeting whose decision is final.

### Poll votes

**30.**—(1) A poll on a resolution may be demanded—  
(a) in advance of the general meeting where it is to be put to the vote, or  
(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.  
(2) A poll may be demanded by—  
(a) the chairman of the meeting;  
(b) the directors;  
(3) A demand for a poll may be withdrawn if—  
(a) the poll has not yet been taken, and  
(b) the chairman of the meeting consents to the withdrawal.  
(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

### Content of proxy notices

**31.**—(1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which  
(a) states the name and address of the member appointing the proxy;  
(b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;  
(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

(d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as—

(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **Delivery of proxy notices**

**32.**—(1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **PART 4**

### **ADMINISTRATIVE ARRANGEMENTS**

#### **Means of communication to be used**

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

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

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

## **Company seals**

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

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

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

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

(a) any director of the company;

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

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

## **No right to inspect accounts and other records**

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

## **DIRECTORS' INDEMNITY AND INSURANCE**

### **Indemnity**

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

(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

(b) any other liability incurred by that director as an officer of the company or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.