

OPTOMETRY SCOTLAND CONSTITUTION

1. DEFINITIONS

In this Constitution the following words shall have the following meanings:-

AGM: an annual general meeting of the Members.

Bankruptcy: bankruptcy and individual insolvency proceedings in Scotland or in a jurisdiction other than Scotland which have an effect similar to that of bankruptcy.

Chairman: the Chairman of the Organisation elected in accordance with paragraph 18.

Constitution: this document as amended from time to time in accordance with its terms.

Corporate Member: a corporate member as defined in paragraph 5.

Council: the council of the Organisation constituted in accordance with paragraph 9.

Council Member(s): a member of the Council constituted pursuant to paragraph 9.

document: includes hard copy documents and, unless otherwise specified, any document sent or supplied in electronic form.

ECM: an extraordinary meeting of the Council.

EGM: an extraordinary general meeting of the Members.

Executive Committee: the executive committee of the Organisation constituted in accordance with paragraph 12.

Executive Committee Member: a member of the Executive Committee as set out in paragraph 12.

General Meeting: an AGM or an EGM.

Honorary Members: the honorary members as defined in paragraph 5.

Immediate Past Chairman: the most recent Chairman to have held office and who has notified the Executive Committee that they wish to serve as Immediate Past Chairman.

Individual Member: an individual member as defined in paragraph 5.

Large Multiple Member: a large multiple member as defined in paragraph 5.

Locum: a self employed registered optometrist or registered dispensing optician who is not contracted to work at any one Optometry Practice on a permanent basis.

Members: Individual Members, Locum Members, Corporate Members, Large Multiple Members and Honorary Members.

Officers: the Chairman, the Vice Chairman, the Immediate Past Chairman and the Treasurer.

Operations Manager: the operations manager appointed by the Executive Committee from time to time.

Optometry Practices: an outlet in Scotland providing eye health care and prescription eyewear.

Ordinary Resolution: a resolution passed by simple majority being 50% or more of the votes cast on that resolution at any General Meeting.

Organisation: the unincorporated association known as Optometry Scotland.

Part Time Members: an Individual Member who works part time and pays a reduced membership fee in accordance with Clause 5.7.1.

Secretariat: the Operations Manager and any other persons employed on behalf of the Organisation.

Special Resolution: a resolution passed by a majority of 75% or more of the votes cast on that resolution at any General Meeting.

Treasurer: the treasurer of the Organisation appointed in accordance with paragraph 18.

Vice Chairman: the Vice Chairman of the Organisation appointed in accordance with paragraph 18.

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. TITLE

Optometry Scotland is a non-profit making organisation and shall be known as "Optometry Scotland".

3. PURPOSE AND FUNCTIONS OF OPTOMETRY SCOTLAND

The purpose and functions of the Organisation shall be:-

- 3.1. advancing and promoting optometry and optical dispensing to enable its Members to deliver world class eye care for every community in Scotland.
- 3.2. co-ordinating, channelling and representing the views and interests of its Members to the Scottish Government, Scottish Parliament and all other bodies in relation to eye care.
- 3.3. promoting and developing the optometric and dispensing optical professions in Scotland.

3.4. working with all stakeholders to develop eye care services that benefit the people of Scotland.

4. **GOVERNANCE**

4.1. The Organisation shall be governed by and operated in accordance with the Constitution and all Members agree to be bound by the terms of the Constitution.

4.2. The Organisation shall be run by the Council and the Executive Committee in accordance with this Constitution.

4.3. The Officers of the Organisation shall be the Chairman, Vice Chairman, Treasurer and Immediate Past Chairman.

4.4. Day to day operation of the Organisation shall be managed by the Secretariat as instructed by the Executive Committee.

4.5. The Operations Manager shall not be required to be a Member of the Organisation.

5. **MEMBERSHIP**

5.1. The Organisation shall have five classes of members Individual Members, Corporate Members, Large Multiple Members, Locum Members and Honorary Members.

5.2. To be eligible to be an Individual Member a person must be an individual working as a registered optometrist or registered dispensing optician and be resident, working or operating in Scotland. All Individual Members are required to pay the Individual Membership Fee set out in paragraph 5.7.

5.3. To be eligible to be a Corporate Member a person must be a company, limited liability partnership or a partnership who is a registered optometrist, registered dispensing optician or registered corporate body and be resident, working or operating in Scotland. Corporate Members are required to pay the Corporate Membership Fee set out in paragraph 5.7.

5.4. To be eligible to be a Large Multiple Member a person must be a company, limited liability partnership or partnership who is a registered optometrist, registered dispensing optician or registered corporate body, be resident or working or operating in Scotland and be the owner of ten or more Optometry Practices in Scotland. A Large Multiple Member must pay the Large Multiple Membership Fee set out in paragraph 5.7.

5.5. To be eligible to be a Locum Member a person must be eligible to be an Individual Member but be working as a Locum in Scotland. All Locum Members must pay the Locum Membership Fee set out in paragraph 5.7.

5.6. The Honorary Members of the Organisation shall be the Federation of Ophthalmic and Dispensing Opticians, the Association of Optometrists, the College of Optometrists and the Association of British Dispensing Opticians and such other persons as the Council may determine from time to time.

5.7. The fees for membership shall until altered by an Ordinary Resolution passed at a General Meeting be as follows:-

5.7.1. the Individual Membership Fee for each Individual Member working full time shall be £67 per month and for Individual Members working part time shall be a sum per month calculated as follows:-

number of days worked per week x £13.40;

5.7.2. the Corporate Membership Fee for each Corporate Member shall be a sum equal to £67 per month multiplied by the number of full time Optician Practices operated by that Member plus for each Optician Practice operated by that member on a part time basis a sum calculated as follows:

number of days operated per week x £13.40;

5.7.3. the Large Multiple Membership Fee for each Large Multiple Member shall be a sum equal to £67 per month multiplied by the number of full time Optometry Practices operated by that Member plus for each Optician Practice operated by that member on a part time basis a sum calculated as follows:

number of days operated per week x £13.40; and

5.7.4. the Locum Membership Fee shall be £5 per month;

5.7.5. Honorary Members shall not be required to pay any fee.

5.8. Fees shall be payable monthly by direct debit, or annually in advance.

6. APPLICATIONS FOR MEMBERSHIP

6.1. No person shall become a Member of the Organisation unless:-

6.1.1. that person has completed an application for membership in a form approved by the Executive Committee; and

6.1.2. the Executive Committee have approved the application.

7. TERMINATION OF MEMBERSHIP

7.1. A Member may withdraw from membership of the Organisation by giving 7 days' notice to the Operations Manager in writing.

7.2. Membership is not transferable.

7.3. Membership terminates automatically when that Member dies, ceases to exist or ceases to comply with the relevant conditions set out in paragraphs 5.2 – 5.6.

7.4. Membership may be terminated if membership fees are not paid within thirty days of the due date by the relevant Member being given notice in writing by the Executive Committee.

8. VOTING

- 8.1. At each General Meeting in relation to any resolution proposed at that meeting:
- 8.1.1. subject to paragraph 8.2, each Individual Member working full time shall have one vote;
 - 8.1.2. subject to paragraph 8.2, each Corporate Member shall have a number of votes equal to the number of full time Optometry Practices operated by it plus one additional vote for every £67 it pays each month in relation to part time Optician Practices operated by it;
 - 8.1.3. subject to paragraph 8.2, each Large Multiple Member shall have a number of votes equal to the number of full time Optometry Practices operated by it plus one additional vote for every £67 it pays each month in relation to part time Optician Practices operated by it; and
 - 8.1.4. Honorary Members, Part Time Members and Locum Members shall not be entitled to vote.
- 8.2. No Member shall be entitled to vote at an AGM or EGM unless their membership fees have been paid in full. Large Multiple Members shall not be entitled to vote on the appointment of representatives pursuant to paragraph 19.
- 8.3. Members entitled to vote on a resolution may vote at any General Meeting by attending in person or by postal vote or electronic vote in accordance with the procedures approved and set out by the Executive Committee.

9. **COUNCIL**

- 9.1. The Council shall be responsible for:-
- 9.1.1. considering and approving the annual business plan for the Organisation; and
 - 9.1.2. considering and approving the policy of Organisation in relation to all matters to properly represent its Members.
- 9.2. The Council shall be constituted as follows:-
- 9.2.1. one person appointed by the Federation of Ophthalmic and Dispensing Opticians;
 - 9.2.2. one Person appointed by the Association of Optometrists;
 - 9.2.3. one person appointed by the College of Optometrists;
 - 9.2.4. one member appointed by the Association of British Dispensing Opticians;
 - 9.2.5. one member appointed by each Large Multiple Member;
 - 9.2.6. a number of independent members (“Independent Council Members”) equal to the number of members appointed pursuant to paragraph 9.2.5 above (such Council Members being elected in accordance with Paragraph 19).

- 9.3. Each Honorary Member may appoint one additional person to attend any Council Meeting as an observer without the right to speak or vote. One person from each Area Optometric Committee in Scotland appointed by and from the AOC (an "AOC Observer") shall be invited by the Council to attend any Council Meeting without the right vote. The Council may invite other observers, visitors or advisers to attend its meetings or any part of its meetings. Such observers, visitors or advisers shall not form part of the quorum for meetings of the Organisation and shall not be entitled to vote at the meetings.
- 9.4. Each Honorary Member and Large Multiple Member shall immediately on appointment notify the Operations Manager of the name and contact details of the person it has appointed as a Council Member and such person shall remain the appointed person of that Honorary Member or Large Multiple Member for a period of two years from such appointment. Each Honorary Member shall notify the Operations Manager of the name and contact details of any observer appointed by it.
- 9.5. If a person appointed as Council Member by an Honorary Member or a Large Multiple Member ceases to be employed or engaged by that Honorary Member or Large Multiple Member or reaches the end of their two year term of appointment that person shall automatically cease to be a Council Member and the relevant Honorary Member or Large Multiple Member shall notify the Operations Manager in Writing that the relevant person is no longer to act as their appointed Council Member and provide details of the new Council Member appointed by them for the two year period starting on the date of such appointment.
- 9.6. If a person appointed pursuant to 9.2.1 to 9.2.5 above is unable to attend a meeting of Council, the relevant Honorary Member or Large Multiple Member may appoint an alternate of their choosing. Each Honorary Member or Large Multiple Member may only exercise the right to appoint an alternate once in each calendar year unless there are exceptional circumstances approved by the Executive Committee.

10. **COUNCIL MEETINGS**

- 10.1. Regular Meetings of the Council shall take place not less than three times a year. Council Members shall be given not less than twenty-one clear days' notice of such meetings. Notice shall be given in Writing and shall specify the date, place and time of the meeting and the business to be conducted at the meeting.
- 10.2. An EMC may be convened by the Executive Committee or at least one third of Council Members requesting such a meeting in Writing. Council Members must be given a minimum of fourteen clear days' notice of an EMC. Notice of such meeting shall be given to all Council Members in Writing and shall specify the date, place and time of the meeting and the business to be conducted at the meeting.
- 10.3. Meetings of the Council shall be chaired by the Chairman or in his/her absence the Vice Chairman. In the absence of both those Officers, a Chairman shall be chosen for that meeting by those present.
- 10.4. Each Council Member shall have one vote.
- 10.5. At a meeting of the Council, unless a quorum is present, no proposal is to be voted on, except a proposal to call another meeting.

10.6. The quorum for meetings of the Council may be fixed from time to time by a decision of the Council Members, but it must never be less than fifty per cent of Council Members. If a meeting is not quorate within 30 minutes of commencement it shall be adjourned for one week and those Council Members present shall constitute a quorum at any such adjourned meeting.

10.7. Minutes of Council Meetings shall be circulated by the Secretariat to all Council Members within two weeks of the date of a Council Meeting. Action points shall be circulated by the chairman of a Council Meeting to all Council Members within 48 hours of that Council Meeting.

11. **COMMITTEES**

11.1. The Council and the Executive Committee may delegate any of the powers which are conferred on them under the Constitution to such person or committee; by such means; by such an extent; in relation to such matters or territories; and on such terms and conditions; as they think fit.

11.2. The Council and the Executive Committee may revoke any delegation in whole or part, or alter its terms and conditions.

11.3. Committees to which the Council and the Executive Committee delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Constitution which govern the taking of decisions by the Council or the Executive Committee.

11.4. The Council and the Executive Committee may make rules of procedure for all or any committees, which prevail over rules derived from the Constitution if they are not consistent with them.

12. **EXECUTIVE COMMITTEE**

12.1. The Executive Committee shall:-

12.1.1. implement the annual business plan approved by the Council;

12.1.2. implement the policies approved by the Council.

12.2. The Executive Committee shall be constituted as follows:-

12.2.1. the Officers of the Organisation;

12.2.2. the persons appointed by Honorary Members pursuant to Paragraph 9;

12.2.3. each Council Member appointed by a Large Multiple Member;

12.2.4. each Council Member appointed by the Independent Members; and

12.2.5. the Operations Manager.

12.3. Each Executive Committee Member shall have one vote save for the Operations Manager who shall not be entitled to vote.

12.4. In the absence of the Chairman at any meeting of the Executive Committee, the Vice Chairman shall chair the meeting. In the absence also of the Vice Chairman, a chairman shall be chosen for that meeting by those present.

13. MEETINGS OF THE EXECUTIVE COMMITTEE

13.1. Regular meetings of the Executive Committee shall take place not less than six times per year.

13.2. Any Executive Committee Member may call a meeting of the Executive Committee by giving seven clear days' notice of the meeting to all Executive Committee Members in Writing.

13.3. Notice of any meeting must specify the date, place and time of the meeting and the business to be conducted at the meeting.

13.4. Minutes of Executive Committee Meetings shall be circulated to all Executive Committee Members by the Secretariat within one week of the date of the Executive Committee Meeting. Action points from any Executive Committee Meeting shall be circulated to all Executive Committee Members by the Chairman of the Meeting within 48 hours of that Executive Committee Meeting.

14. QUORUM FOR MEETINGS OF THE EXECUTIVE COMMITTEE

14.1. At a meeting of the Executive Committee, unless a quorum is present, no proposal is to be voted on, except a proposal to call another meeting.

14.2. The quorum for meetings of the Executive Committee may be fixed from time to time by a decision of the Executive Committee Members, but it must never be less than fifty per cent of Executive Committee Members. If a meeting is not quorate within 30 minutes of commencement it shall be adjourned for one week and those Executive Committee Members present shall constitute a quorum at any such adjourned meeting.

15. PROVISIONS RELATING TO COUNCIL AND EXECUTIVE COMMITTEE

15.1. Resolutions shall be passed by simple majority. If the numbers of votes for and against a proposal are equal, the chairman or other Council Member or Executive Committee Member chairing the meeting does not have a casting vote.

15.2. Save as provided below each Council Member or Executive Committee Member must be resident or working in Scotland or be a member or employee of his or her appointing body. If a Council Member or Executive Committee Member is no longer resident or working in Scotland or ceases to be a member or employee of his or her appointing body, they shall be deemed to have resigned forthwith as an Officer/Council Member and/or Executive Committee Member. Council members appointed by Honorary Members do not require to be resident or working in Scotland.

15.3. If a Council Member or Executive Committee Member is absent from three consecutive meetings of the Council or Executive Committee, then the Council or the Executive

Committee shall be entitled to at any time terminate his appointment as a Council Member or Executive Committee Member. The decision of the Council or the Executive Committee on any such matter shall be binding on all Members.

16. **CONFLICTS OF INTEREST**

- 16.1. If a Council Member or Executive Committee Member has a conflict of interest in relation to a matter to be discussed at a Council Meeting or Executive Committee Meeting, he shall notify the Council or the Executive Committee immediately of such conflict. If a Council Member or Executive Committee Member believes any Council Member or Executive Committee Member to have a conflict of interest in relation to any matter to be discussed at a Council Meeting or Executive Committee Meeting, he shall raise the matter with the chairman of the meeting forthwith. In either case the chairman of the meeting shall then call an immediate vote of the meeting to resolve whether or not a conflict of interest exists. The person with the potential conflict shall not be entitled to vote on the resolution.
- 16.2. If the Council or Executive Committee have determined that a Council Member or Executive Committee Member has a conflict of interest that Council Member or Executive Committee Member is not thereafter to be counted as participating in the decision making process in relation to the relevant matter for the purposes of quorum or voting purposes.
- 16.3. Where the Council or the Executive Committee Member has determined that a Council Member or Executive Committee Member has a conflict of interest, the Council or the Executive Committee may:-
 - 16.3.1. provide that the Council Member or Executive Committee Member be excluded from the receipt of documents and information and the participation in discussions related to the conflict;
 - 16.3.2. impose upon the Council Member or Executive Committee Member such other terms for the purposes of dealing with the conflict as they think fit;
 - 16.3.3. permit the Council Member or Executive Committee Member to absent himself from the discussion of matters relating to the conflict at any meeting and be excused from reviewing papers prepared by, or for, the Council or the Executive Committee to the extent they relate to such matters.
- 16.4. Council Members and Executive Committee Members shall not and they shall procure that the organisations they represent shall not conduct any lobbying of the Scottish Government, Scottish Parliament or their representatives in relation to matters which are dealt with by the Organisation without obtaining consent to do so from the Council.

17. **CONFIDENTIALITY**

- 17.1. For the purposes of this paragraph "Confidential Information" shall mean all confidential information obtained by Council Members or Executive Committee Members in carrying out their roles.
- 17.2. Each Council Member and Executive Committee Member agrees:

- 17.2.1. to hold the Confidential Information in confidence and not to disclose or permit it to be made available to any person, firm or company, without the prior written consent of the Executive Committee;
 - 17.2.2. only to use the Confidential Information for the Permitted Purposes of the Organisation;
 - 17.2.3. upon written demand from the Executive Committee either to return the Confidential Information and any copies of it or to confirm in Writing that, save as required by law, regulation, professional standard or compliance requirements, it has been destroyed.
- 17.3. Nothing in paragraph 17.2 shall apply to any information or Confidential Information:-
- 17.3.1. which at the time of its disclosure is in the public domain;
 - 17.3.2. which after disclosure comes into the public domain for any reason except failure to comply with the terms of Clause 17.2;
 - 17.3.3. which is disclosed to Council Members or Executive Committee Members on a non-confidential basis;
 - 17.3.4. which was lawfully in possession of a Council Member or Executive Committee Member prior to such disclosure;
 - 17.3.5. which is subsequently received by a Council Member or Executive Committee Member from a third party without obligations of confidentiality.

18. OFFICERS OF OPTOMETRY SCOTLAND

- 18.1. The Chairman and Vice Chairman shall be elected by an Ordinary Resolution passed at an AGM.
- 18.2. To be eligible for election as Chairman or Vice Chairman a person must be nominated by the Council, must have served on the Council for a minimum of two years, and must be either an Independent Council Member or a Council Member appointed by a Large Multiple Member in accordance with paragraph 9 at both the date of nomination and at the point of their election.
- 18.3. If by reason of resignation, death or disqualification the office of Chairman or Vice Chairman becomes vacant then the Council shall elect one of the Council Members as acting chair or acting vice chair to act until the next AGM at which point an election for that position shall be held in accordance with paragraph 18.1.
- 18.4. On ceasing to be Chairman, that person shall be entitled if they wish to do so, to serve on the Council and Executive Committee for the same period they served as Chairman as Immediate Past Chairman.
- 18.5. If a person who has already been Chairman wishes to seek re-election as Chairman or Vice Chairman they may only do so after completing two years as Immediate Past Chairman.

- 18.6. Candidates for election as Chairman or Vice Chairman are required to produce a statement of not more than 200 words to support their nomination and this should be submitted to the Operations Manager 30 days prior to the relevant AGM. The Executive Committee shall publish these documents on the Organisation's website and circulate them with the notice of AGM.
- 18.7. The Treasurer shall be such person as is appointed by the Council in Writing from time to time.
- 18.8. A person shall automatically cease to be an Officer when:-
- 18.8.1. a Bankruptcy order is made against that person;
 - 18.8.2. a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 18.8.3. 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 an Officer and may remain so for more than three months;
 - 18.8.4. notification is received by the Organisation from the Officer that the person is resigning from office, and such resignation has taken effect in accordance with its terms;
 - 18.8.5. except in the case of the Treasurer, two years have passed after the date of his appointment (unless his term is extended by the Council).

19. ELECTION OF INDEPENDENT COUNCIL MEMBERS

- 19.1. Independent Council Members shall be elected by Ordinary Resolution passed at an AGM and on election shall serve as Council Members for a period of two years.
- 19.2. To be eligible for election as an Independent Council Member as person must have been an Individual Member or a Corporate Member for a minimum of six months and must be nominated and seconded in writing by persons who have been Individual Members or Corporate Members for a minimum of six months. For the avoidance of doubt, the same person cannot nominate and second a separate candidate for election.
- 19.3. If by reason of the end of a two year term of appointment, resignation, death or disqualification an Independent Council Member post becomes vacant, that post shall be filled at the next AGM after such post is vacated. If an additional Independent Council Member post becomes available due to the appointment of an additional Council Member being made pursuant to paragraph 9.2.5 that post shall be filled at the next AGM.
- 19.4. The Executive Committee shall ensure that Independent Council Member posts which become vacant either during or at the end of their tenure shall be advertised on the Organisation's website at least 8 weeks prior to the AGM at which elections will be held to fill such posts.
- 19.5. Candidates are required to produce a statement of not more than 200 words to support their nomination and this should be submitted to the Operations Manager 30 days prior to

the AGM at which the election will take place. The Executive Committee shall publish these statements on the Organisation's website and circulate them with the notice of the AGM.

20. MEMBERS MEETINGS

20.1. An AGM shall be held each year. At the AGM:

20.1.1. the accounts shall be presented for approval by the Members;

20.1.2. Membership Fees may be proposed for approval in accordance with paragraph 5.7;

20.1.3. Officers may be proposed for election in accordance with paragraph 18;

20.1.4. persons may be proposed for election as Independent Council Members in accordance with paragraph 19; and

20.1.5. any other business specified in the notice may be conducted.

20.2. The Executive Committee shall give twenty one clear days' notice of the AGM to all Members in Writing and notice shall be given in the optical press and published on the website of the Organisation. Notice of any meeting must specify date, place and time of such meeting and the business to be conducted at the meeting.

20.3. An EGM may be convened by the Executive Committee or by 20 Members entitled to vote at the meeting giving notice to all Members in Writing (provided that Members may only convene an EGM if the Executive Committee have failed to do so within 21 days of receiving a request in Writing from 20 Members).

20.4. Every notice of General Meeting sent to Members shall be accompanied by details of how to vote by post or electronically in a format approved by the Executive Committee from time to time. Postal or electronic votes must be received by the Organisation 2 Business Days prior to the relevant General Meeting in order to be valid. Postal or electronic votes received after that date shall be invalid. A person attending and entitled to vote at a General Meeting shall not be entitled to vote if he has already submitted a postal or electronic vote in relation to the relevant matter.

21. MEMBERS ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

21.1. 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. Meetings may be held by teleconference.

21.2. 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.

21.3. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting, whether they are in the same place or elsewhere.

- 21.4. A person is able to exercise the right to vote at a general meeting when:-
- 21.4.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 21.4.2. 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.
- 21.5. The Executive Committee may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

22. **QUORUM FOR GENERAL MEETINGS**

The quorum for a general meeting shall be any two Members entitled to vote present in person or by a duly appointed corporate representative. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

23. **ATTENDANCE AND SPEAKING BY NON VOTING MEMBER AND OTHERS**

- 23.1. Council Members and the Operations Manager may attend and speak at General Meetings.
- 23.2. Part Time Members and Locum Members may attend and speak at General Meetings.
- 23.3. The chairman of the meeting may permit persons who are not Members of the Organisation to attend and speak at a General Meeting.

24. **ADJOURNMENT**

- 24.1. 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.
- 24.2. The chairman of the meeting may adjourn a general meeting at which a quorum is present if:-
 - 24.2.1. the meeting consents to an adjournment, or
 - 24.2.2. 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.
- 24.3. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 24.4. When adjourning a general meeting, the chairman of the meeting must:-
 - 24.4.1. 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 Council, and

- 24.4.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 24.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Executive Committee 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):-
- 24.5.1. to the same persons to whom notice of the meeting is required to be given, and
- 24.5.2. containing the same information which such notice is required to contain.
- 24.6. 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.

25. **VOTING**

A resolution put to the vote at a general meeting shall be decided by secret ballot in which postal and electronic votes properly submitted in accordance with the procedures approved by the Executive Committee from time to time shall also be valid. The rules for the conduct of the secret ballot shall be determined by the Chairman of the meeting and his decision on all matters connected with such ballot shall be final. The chairman of the meeting shall not have a casting vote.

26. **ERRORS AND DISPUTES**

- 26.1. No objection may be raised to the qualification of any person voting at a general meeting or the number of votes which they are entitled to exercise 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.
- 26.2. Any such objection must be referred to the chairman of the meeting whose decision is final.

27. **AMENDMENTS TO RESOLUTIONS**

- 27.1. An Ordinary Resolution to be proposed at a General Meeting may be amended by Ordinary Resolution if:-
- 27.1.1. notice of the proposed amendment is given to the Organisation in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 2 Business Days before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
- 27.1.2. the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 27.2. A Special Resolution to be proposed at a General Meeting may be amended by Ordinary Resolution, if:-
- 27.2.1. the chairman of the meeting proposes the amendment at the General Meeting at which the resolution is to be proposed, and

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

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

28. **ACCOUNTS AND RECORDS**

The Treasurer shall prepare the annual accounts for the Organisation with the assistance of the Operations Manager and such professional assistance as may be necessary.

29. **AMENDMENT OF CONSTITUTION**

The Constitution may be amended or a new constitution adopted by 75% or more Council Members present at any properly convened Council Meeting or ECM voting in favour of any alteration or adoption. Any material changes to the Constitution shall be notified to all Members in Writing. The Council's decision on what is material shall be final.

30. **FINANCE**

The expenses of the Organisation shall be met by Membership Fees and, if necessary, by voluntary donations from other individuals or other organisations.

31. **FEES AND EXPENSES**

31.1. The Organisation will pay fees to all Council Members for representing the Organisation at external meetings at such rates as are approved by the Council from time to time.

31.2. The Organisation will pay its Officers a fee for attending each Council Meeting and Executive Committee Meeting at such rates as are approved by the Council from time to time.

31.3. The Organisation will pay reasonable expenses (properly vouched):-

31.3.1. to its Officers and to Council Members and Executive Committee Members attending Council, Executive Committee and committee meetings; and

31.3.2. to those attending external meetings on behalf of the Organisation.

The Organisation will not meet any of the costs for observers attending Council, Executive Committee and committee meetings.

31.4. Reasonable expenses (properly vouched) will be paid in relation to meetings attended by Council Members and Officers pursuant to Paragraph 31.1-31.3 above in accordance with the following terms:-

31.4.1. expenses will include travelling costs and protected time from practice (at a sum per day or part thereof approved by the Council from time to time);

31.4.2. all train and flight expenditure will be standard or economy unless cleared with the Operations Manager or Executive Committee in advance;

31.4.3. car travel costs will be based on a sum per mile approved by the Council from time to time;

31.4.4. all claims for expenses should be submitted to the Operations Manager within 3 calendar months of being incurred for payment to be authorised.

32. HONORARIA

The Chairman and Vice Chairman will be offered honoraria in respect of their extended role in the leadership and governance of the Organisation at rates approved by the Council from time to time.

33. MEMBERS' RESERVE POWER

33.1. The Members may, by Special Resolution, direct the Organisation to take, or refrain from taking, specified action.

33.2. No such Special Resolution invalidates anything which the Council or the Executive Committee have done before the passing of the resolution.

34. RECORDS OF DECISIONS TO BE KEPT

The Executive Committee must ensure that the Organisation 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 Council or the Executive Committee.

35. INDEMNITY

Each Council Member, former Council Member, Executive Committee Member, former Executive Committee Member, Officer, former Officer, Operating Manager and former Operating Manager shall be indemnified out of the Organisation's assets against any losses incurred by that person in relation to Claims made against them by any third party in connection with their role as a Council Member, Executive Committee Member, Officer or Operating Manager of the Organisation.

36. INSURANCE

36.1. The Executive Committee may decide to purchase and maintain insurance, at the expense of the Organisation and the Members, for the benefit of any relevant person in respect of any relevant loss.

36.2. In this paragraph:-

36.2.1. a "relevant person" means any Officer or former Officer of the Organisation, any Council Member or former Council Member, any Executive Committee Member or former Executive Committee Member and any Operating Manager or former Operating Manager,

36.2.2. a “relevant loss” means any loss or liability which has been or may be incurred by a relevant person in connection with the performance of that person’s duties or exercise of their powers in relation to the Organisation.

37. AUTHORITY TO EXECUTE DOCUMENTS

All contracts to be entered into by or on behalf of the Organisation shall be approved by the Executive Committee and the Operations Manager is authorised by each Executive Committee Member to enter into and execute such contracts on their behalf.