

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION
OF
THE ASSOCIATION OF BRITISH DISPENSING OPTICIANS
Incorporated under the Companies Act 1985
on 21 April 1986
Company no. 2012484**

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COMPANY LIMITED BY GUARANTEE
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of

THE ASSOCIATION OF BRITISH DISPENSING OPTICIANS

1 NAME

The Association's name is 'The Association of British Dispensing Opticians'.

2 INTERPRETATION

2.1 In these Articles, the following words shall have the following meanings, unless the context otherwise requires:

Words	Meanings
Address	a postal address or, for the purposes of communication in electronic form, a fax number or an e-mail (but excluding a telephone number for receiving text messages) in each case registered with the Association;
the Articles	the Articles of Association of the Association, as amended from time to time;
the Association	the company regulated by the Articles;
Association's Qualifying Examination	the examination of the Association referred to in Article 21.1.1
Board of Directors	the board of Directors of the Association;
clear day	in relation to a period of notice means that period excluding the day when the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect;
Companies Acts	the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Association;
Connected Person	any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a Director, any firm or body corporate (including a limited liability partnership) of which a Director is a partner, member or employee and any company of which a Director is a director, employee or shareholder having a beneficial interest in more than one per cent of the share capital;
Director	a director of the Association and Directors means all the directors;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	as defined in section 1168 of the Companies Act 2006;
Financial Expert	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
Full Member	as defined in the Articles;
General Meeting	a general meeting of the Association held in accordance with the Companies Acts;
General Optical Council	the General Optical Council or any statutory successor;
Members	the members of the Association for the purposes of the Companies Acts whether a Full Member, Associate Member, Student Member, Retired Member, Life Member and Honorary Fellow or a member of any other class of membership as may be determined in the Regulations;
month	calendar month;
Objects	the objects of the Association as defined in Article 5;
the Office	the registered office of the Association;
Optician	a person qualified by examination to register with the General Optical Council as a dispensing optician;

President	the President of the Association elected or appointed in accordance with the Articles;
the Register	the register of Members of the Association kept pursuant to the Companies Acts;
Regulations	the regulations of the Association made by the Board of Directors pursuant to Article 109;
Seal	the common seal of the Association;
Student Optician	a person who is undertaking training for the purpose of qualifying as an Optician;
United Kingdom	Great Britain and Northern Ireland;
Vice President	the Vice President of the Association elected or appointed in accordance with the Articles;
in writing or written	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;
Year	the Association's financial year.

2.2 Unless specifically stated otherwise:

2.2.1 Other words or expressions bear the same meaning as in the Companies Acts as in force on the date when the Articles become binding on the Association.

2.2.2 Words denoting the singular include the plural and vice versa.

2.2.3 Words denoting any one gender include all genders.

2.2.4 Each reference to 'person' includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund or trust (in each case, whether or not having separate legal personality).

2.2.5 All references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.

2.3 The relevant model articles for a company limited by guarantee are expressly excluded.

LIABILITY OF MEMBERS

3 The liability of the Members is limited.

4 Every Member undertakes to contribute such amount as may be required (not exceeding twenty pounds) to the assets of the Association in the event of its being wound up while he or she is a Member, or within one year after he or she ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he or she ceases to be a Member and of the costs, charges and expenses of winding-up and for the adjustment of the rights of the contributories among themselves.

OBJECTS

5 The Association's objects are specifically restricted to the following:

5.1 To support protect and advance the character, status and interests of Opticians and Student Opticians and to protect them from influences inimical to their well-being and prosperity;

5.2 To advance for the benefit of the public the science and art of vision science and optics, and the promotion of research into such science and art provided that the useful results of any such research shall be disseminated for the benefit of the public, PROVIDED that the Objects shall not extend to the regulation of relations between employees and employers or organisations of employees and organisations of employers.

POWERS

6 The Association has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so and, without prejudice to the foregoing:

6.1 To promote the better education and training of Opticians and Student Opticians;

6.2 To encourage the study and improve the practice of optics;

6.3 To encourage suitable standards of education in optics, to establish continue and adjudicate a system of qualifying and higher examinations (whether competitive or otherwise and whether alone or in conjunction with any other organisation or body) for persons practising or wishing to practise the art and science of optics;

- 6.4 To consider and advise as to and to hold any course of study and technical training for the education of persons practising or wishing to practise the art and science of vision science and optics;
- 6.5 To disseminate any information calculated to promote and ensure the fitness of persons wishing to enter examinations promoted or held by the Association either alone or in co-operation with teaching and/or examining bodies;
- 6.6 To make grants or scholarships to any person for the purpose of furthering their studies or obtaining qualifications in optics or for the purpose of carrying out research;
- 6.7 To disseminate information on all matters affecting vision science and optics, and to establish, print, publish, issue and circulate papers, journals, magazines, books, periodicals, circulars, calendars and publications;
- 6.8 To provide facilities for post qualification continuing education and training;
- 6.9 To provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences;
- 6.10 To give the legislature and public bodies and others facilities of conferring with and ascertaining the views of Opticians as regards matters directly or indirectly affecting their profession;
- 6.11 To encourage the discovering of and investigate and make known the nature and merits of inventions or methods which may seem capable or desirable of being used by Opticians;
- 6.12 To consider, regulate and safeguard, in the interests of the public, matters of professional practice and conduct of Opticians and Student Opticians;
- 6.13 To raise funds;
- 6.14 To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 6.15 To sell, lease or otherwise dispose of all or any part of the property belonging to the Association;
- 6.16 To borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
- 6.17 To co-operate with other bodies and to exchange information and advice with them;
- 6.18 To establish or support any body formed for any of the purposes included in the Objects;
- 6.19 To acquire or merge with any other body (subject to approval by an ordinary resolution of the Full Members and Life Members);
- 6.20 To enter into any partnership or joint venture arrangement with any body;
- 6.21 To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 6.22 To employ and remunerate such staff or to engage such unpaid agents as are necessary for carrying out the work of the Association. The Association may employ or remunerate a Director only to the extent it is permitted to do so by Articles 7 to 19 and provided it complies with the conditions in those Articles;
- 6.23 To:
 - 6.23.1 deposit or invest funds;
 - 6.23.2 engage a Financial Expert as a professional fund manager and to delegate the management of investments to such a manager; and
 - 6.23.3 arrange for the investments or other property of the Association to be held in the name of a nominee;
- 6.24 To provide indemnity insurance to cover the liability of Directors, members of committees and examiners of the Association which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association or (in the case of such examiners) to third parties;
- 6.25 To enter into contracts to provide services; and
- 6.26 To establish or acquire subsidiary companies.

APPLICATION OF INCOME AND PROPERTY

- 7** The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 8** A Director is entitled to be reimbursed from the property of the Association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Association.

- 9** A Director may benefit from indemnity insurance cover purchased at the Association's expense as provided for in Article 6.24.
- 10** A Director may receive an indemnity from the Association in the circumstances specified in Article 118.
- 11** None of the income or property of the Association may be paid or transferred directly or indirectly by way of a dividend bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Director receiving:
- 11.1** a benefit from the Association in the capacity of a beneficiary of the Association; or
- 11.2** reasonable and proper remuneration for any goods or services supplied to the Association; or
- 11.3** payments pursuant to Articles 17 and 18.

DIRECTORS' BENEFITS

- 12** No Director or Connected Person may:
- 12.1** buy any goods or services from the Association on terms preferential to those applicable to Members;
- 12.2** sell goods, services, or any interest in land to the Association;
- 12.3** be employed by, or receive any remuneration from, the Association;
- 12.4** receive any other financial benefit from the Association, unless the payment is permitted by Articles 13 to 18.
- 13** A Director may be paid an allowance for performing his or her duties as a Director on such terms and conditions as the Directors may decide. Article 98 shall not apply to any such decision fixing the rate of such allowance generally for all Directors or the award of such allowance generally to all Directors and the Directors shall be entitled to vote on any such decision subject to complying with Article 97.
- 14** The President or Vice-President may receive reasonable remuneration for undertaking work in connection with holding that office PROVIDED that such person withdraws from a meeting of the Board of Directors while his or her remuneration is being discussed and does not vote on the matter.
- 15** A Director or Connected Person may receive a benefit from the Association in the capacity of a beneficiary of the Association.
- 16** Subject to Article 19, a Director or Connected Person may provide the Association with goods or services which are not directly related to the performance of his or her duties as a Director.
- 17** A Member, Director or Connected Person may receive interest on money lent to the Association at a reasonable rate.
- 18** A Member, Director or Connected Person may receive rent for premises let by the Member, Director or Connected Person to the Association if the amount of the rent and the other terms of the lease are reasonable and provided that the Director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 19** The Association and its Directors may only rely on the authority provided by Article 16 if each of the following conditions is satisfied.
- 19.1** The amount or maximum amount of the payment for the goods or services is set out in an agreement in writing between:
- 19.1.1** the Association; and
- 19.1.2** the Director or Connected Person supplying the goods or services ('the supplier') under which the supplier is to supply the goods or services in question to or on behalf of the Association.
- 19.2** The amount or maximum amount of the payment for the goods or services does not exceed what is reasonable in the circumstances for the supply of the goods or services in question. The rate of remuneration payable to a Director for supplying particular services shall not exceed the highest rate of remuneration paid for those services to anyone else.
- 19.3** The other Directors are satisfied that it is in the best interests of the Association to contract with the supplier rather than with someone who is not a Director or Connected Person.
- 19.4** The supplier is absent from the part of any Board of Directors' meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her with regard to the supply of goods or services to the Association.
- 19.5** The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting. A Director who is a supplier of specific services or goods to the Association shall not vote at a Board of Directors' meeting vote on any resolution fixing the remuneration generally for such services.

MEMBERS

20 There shall be the following classes of Members:

20.1 Full Members;

20.2 Associate Members;

20.3 Student Members;

20.4 Retired Members;

20.5 Life Members;

20.6 Honorary Fellows; and any other class of membership with such rights and privileges, which the Board of Directors may determine in the Regulations.

21

21.1 A person shall be admitted (subject to Article 26) as a Full Member if:

21.1.1 he or she has passed an examination of the Association which is recognised by the General Optical Council for the purposes of registration with it as a dispensing optician; or

21.1.2 he or she has passed an examination of another awarding body which is recognised by the General Optical Council for the purposes of registration with it as a dispensing optician.

21.2 Every Full Member shall when practising as an optician at all times have the benefit of a professional indemnity insurance policy which remains in force.

21.3 The Board of Directors may at any time require any Full Member to produce to the Board of Directors such evidence as the Board of Directors shall require to enable the Board of Directors to determine whether such Member has complied with his or her obligation to have the benefit of a professional indemnity insurance pursuant to Article 21.2.

22 A person shall be eligible to be admitted:

22.1 as an Associate Member, if he or she works in optics but is not eligible to apply for registration with the General Optical Council as a dispensing optician;

22.2 as a Student Member, if he or she is undertaking or has been accepted to undertake a course of training recognised by the General Optical Council for the purposes of registering with it as a dispensing optician;

22.3 as a Retired Member, any Full Member or Associate Member who has retired from practice.

23 The Board of Directors may elect as Honorary Fellows any persons who in the opinion of the Board of Directors are of sufficient distinction, provided that no more than three Honorary Fellows are admitted in a Year.

24 The Board of Directors may confer upon Full Members who in the opinion of the Board of Directors are of sufficient distinction in optical science, the optical industry or in practice of optics, the right of Life Membership of the Association provided no more than three such distinctions shall be conferred in any Year. After election, Life Members shall continue to exercise all the rights of membership previously exercised by them as Full Members but shall not be liable to pay a subscription.

25 Subject to the Articles, the Regulations shall prescribe any additional eligibility criteria and the conditions for acceptance for each class of Membership and the procedures for application and admission or election as a Member.

26 The Board of Directors may at its discretion reject an application of a person to become a Member.

27

27.1 The Board of Directors shall admit as a Fellow of the Association a Full Member who has passed the Association's Qualifying Examination.

27.2 Any Fellow may place the designatory letters "FBDO" after his or her name, indicating his or her fellowship of the Association. A Member, who is not a Fellow, is not entitled to place after his or her name any letters designating membership of, or connection with, the Association.

28 Full Members and Life Members are entitled to attend, speak and vote at General Meetings of the Association.

29 Associate Members, Student Members, Retired Members and Honorary Fellows are entitled to receive notice of General Meetings and to attend and speak, but not vote, at them.

30 A Fellow shall not use the designatory letters "FBDO" after his name when he or she has chosen to place after his or her name letters designating membership or former membership of other bodies listed in the Regulations.

- 31** Membership is not transferable.
- 32** The Directors must keep a Register in accordance with the Companies Acts.

SUBSCRIPTIONS

- 33** The subscriptions for the different categories of membership shall be such sums (if any) as shall be approved by the Board of Directors and shall be due on the date or dates prescribed by the Board of Directors. The Board of Directors may approve different rates for different classes of Members. A Life Member shall not pay a subscription.
- 34** A person, upon election or admission as a Member, shall not be deemed to have become a Member or be entitled to exercise any of the rights of Membership until he or she shall have paid, as defined in Regulations, his or her annual subscription.
- 35** A person ceasing to be a Member shall remain liable to pay to the Association all subscriptions due up to the date on which he or she ceased to be a Member and shall not be entitled to a refund of any of his or her subscription.

TERMINATION OF MEMBERSHIP

- 36** Membership is terminated if:
- 36.1** the Member dies;
- 36.2** the Member resigns by written notice to the Association;
- 36.3** any sum due from the Member to the Association is not paid in full within three months of it falling due;
- 36.4** the Board of Directors or a committee of them, after due enquiry, resolve that the interests of the Association so require; or
- 36.5** (being a Full Member) within two weeks of request by the Association he or she fails to obtain the benefit of a professional indemnity policy which remains in force.
- 37** In addition to the powers under Article 36.4, the Board of Directors, after due enquiry, may suspend, or take such other steps against, a Member as it resolves that the interests of the Association so require.

GENERAL MEETINGS

- 38** The Board of Directors may call a General Meeting at any time.
- 39** The Board of Directors must call a General Meeting if requested to do so by the Full Members and/ or the Life Members under the Companies Act except that the required percentage of Full Members and/ or Life Members making the request for the purposes of section 303 Companies Act 2006 shall be at least 100 persons being Full Members or Life Members or Full Members and/ or Life Members who represent at least 2% of the total voting rights of all the Full Members and Life Members (whichever is the higher).

NOTICE OF GENERAL MEETINGS

- 40** A General Meeting shall be called by at least 14 clear days' notice.
- 41** A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights at that meeting of all Members.
- 42** The notice of a General Meeting shall contain a statement setting out the rights of Full Members and Life Members to appoint a proxy under section 324 of the Companies Act 2006.
- 43** The accidental omission to give notice of a meeting of a General Meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 44** No business shall be transacted at any General Meeting unless a quorum of Members is present. Unless the Articles otherwise provide, ten persons being Full Members or Life Members present in person or by proxy and entitled to vote on the business to be transacted shall be a quorum.
- 45** If, within 15 minutes from the time appointed for the holding of a General Meeting, a quorum is not present or if during a meeting a quorum ceases to be present, the meeting, if convened on the requisition of Full Members and/ or Life Members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (but if that day falls on a bank or public holiday, the meeting will be held on the first business day (excluding Saturdays and Sundays) after that holiday), at the same time and place, or to such day, time and place as the Board of Directors shall appoint, and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the meeting shall be dissolved.
- 46** The President shall preside as chairman at every General Meeting of the Association or if he or she shall not be present within 15 minutes after the time appointed for holding the meeting, or shall be unwilling to preside, the Vice President

shall, if present and willing to act, preside as chairman failing which the Full Members and Life Members present shall elect a Director but, if no Director is present or willing to act, the Full Members and Life Members shall elect one of their number to be chairman of that meeting.

- 47** The chairman of any General Meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 48** When a General Meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, it shall not be necessary to give any such notice.
- 49** 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, the show of hands a poll is demanded:
- 49.1** by the chairman of the meeting; or
- 49.2** by at least two persons being Full Members or Life Members present in person or by proxy having the right to vote on the resolution; or
- 49.3** by a Full Member or Life Member or Full Members and/ or Life Members present in person or by proxy representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 50** Unless a poll is so demanded, a declaration by the chairman 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 General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 51** The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairman. 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.
- 52** A poll shall be taken as the chairman directs and he or she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll is demanded.
- 53** No poll shall be demanded on the election of a chairman of a General Meeting or on a question of adjournment. A poll demanded on any other question shall be taken at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent continuance of a General 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 General Meeting shall continue as if the demand had not been made.
- 54** 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.
- 55** A proposed written resolution of the Members pursuant to the Companies Act 2006 lapses if it is not passed before the end of the period of 60 days beginning with its circulation date (as defined in the said Act).

VOTES OF MEMBERS

- 56** Every Full Member and Life Member shall have one vote (whether on a show of hands or on a poll) to be cast by the Full Member or Life Member either personally or by proxy. No other Members shall be entitled to vote.
- 57** A Full Member shall not be entitled to vote on any resolution at a General Meeting if any money due from him or her to the Association remains unpaid.
- 58** In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
- 59** No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid for all purposes. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 60** Every Full Member and Life Member shall be entitled to appoint another person as his or her proxy in accordance with the Companies Acts. A proxy does not need to be a Member.
- 61** Proxies may only be validly appointed by a notice in writing (a '**proxy notice**') which states the name and address of the Full Member or Life Member appointing the proxy, identifies the person appointed as proxy and the General Meeting in relation to which he or she is appointed, is signed by or on behalf of the Full Member or Life Member or authenticated in such manner as the Board of Directors may determine.

- 62** The Board of Directors may require proxy notices to be delivered in a particular form.
- 63** Proxy notices may specify how the proxy appointed under them is to vote (or to abstain from voting) on one or more resolutions.
- 64** Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed as proxy discretion as how to vote on any ancillary or procedural resolutions put to the meeting and 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.
- 65** The appointment of a proxy and any other authority under which it is executed may:
- 65.1** in the case of an instrument in writing be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 65.2** in the case of an appointment contained in a communication in electronic form, where an address has been specified for the purpose of receiving communications in electronic form:
- 65.2.1** in the notice convening the meeting, or
- 65.2.2** in any instrument of proxy sent out by the Association in relation to the meeting, or
- 65.2.3** in any invitation contained in a communication in electronic form to appoint a proxy issued by the Association in relation to the meeting,
- it shall be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- 65.3** in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 65.4** where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting;
- and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.
- In this Article, 'address', in relation to communications in electronic form, includes any number or address used for the purposes of such communications.
- In calculating the period mentioned in this Article no account shall be taken of any part of the day that is not a working day.
- 66** A Full Member or Life Member who is entitled to attend, speak and vote 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 Association by or on behalf of that Full Member or Life Member. If such a Full Member or Life Member attends the General Meeting in person his or her proxy appointment shall be automatically terminated.
- 67** 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.
- 68** An appointment under a proxy notice may be revoked by delivering to the Association a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 69** 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.

THE BOARD OF DIRECTORS

- 70** The number of Directors shall not be more than nine (unless a higher number is specified in the Regulations).

ELECTION OF DIRECTORS

- 71** A person shall only be eligible to be elected or appointed a Director if:
- 71.1** he or she is a Full Member and is registered with the General Optical Council; and
- 71.2** he or she is not a director, trustee, officer or member of the primary management committee of a body involved in optics listed in the Regulations; and
- 71.3** he or she is not disqualified from acting under the provisions of Article 85.
- 72** The Directors shall be elected by the Full Members and Life Members.

- 73** The procedure for the nomination and election (which may be by postal or electronic ballot) of Directors shall be defined in the Regulations PROVIDED THAT as a result of the election there shall not be more than one Director who is a qualified optometrist.
- 74** The Board of Directors may appoint a person eligible under Article 71 to fill a vacancy in the Directors for such term of office specified in the Regulations PROVIDED THAT as a result of such appointment there shall not be more than one Director who is a qualified optometrist.

TERM OF OFFICE OF DIRECTORS

- 75** A Director shall hold office for such term, and shall be eligible (if at all) for re-election or re-appointment, as set out in the Regulations.

CO-OPTees

- 76** The Board of Directors may co-opt any person or persons to the Board of Directors ("Adviser") who shall be entitled to receive notices of, and attend and speak but not to vote at, meetings of the Board of Directors.
- 77** The Immediate Past President (if any) (if he or she is not a Director) shall be entitled to receive notices of, and attend and speak but not to vote at, meetings of the Board of Directors.
- 78** An Adviser and the Immediate Past President (if not a Director) are not Directors for the purposes of the Companies Act.
- 79** An Adviser shall hold office for a term of one year from his or her co-option, at the end of which he or she may be co-opted again.

PRESIDENT AND VICE-PRESIDENT

- 80** The President and Vice-President shall be elected by the Board of Directors from among the Directors. A person is not eligible for election as the President or Vice President unless he or she is registered with the General Optical Council on the dispensing opticians register. Any other eligibility criteria, and the procedure, for the nomination and election of the President and Vice-President and the procedure for filling vacancies in these offices shall be defined in the Regulations.
- 81** The person elected to be President shall serve as Vice-President for such term, and thereafter as President for such term, as set out in the Regulations which shall specify whether the President can stand for re-election to that office.
- 82** The office of President or Vice-President shall be vacated if the person holding that office ceases to be a Director.
- 83** The immediate past President, if willing, shall serve as the Immediate Past President for so long as he or she is the immediate past President.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- 84** Subject to the provisions of the Companies Acts and the Articles, the business of the Association shall be managed by the Board of Directors who may exercise all the powers of the Association. No alteration of the Articles shall invalidate any prior act of the Board of Directors which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Board of Directors by the Articles and a meeting of the Board of Directors at which a quorum is present may exercise all the powers exercisable by the Board of Directors.

DISQUALIFICATION, REMOVAL AND RESIGNATION OF BOARD OF DIRECTORS

- 85** The office of a Director shall be vacated if:
- 85.1** he or she ceases to be a Full Member;
- 85.2** he or she dies or becomes subject to a bankruptcy order or interim order or he or she makes any arrangement or composition with his or her creditors;
- 85.3** he or she is suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his or her personal welfare or property and affairs under legislation relating to mental health or mental capacity;
- 85.4** by notice in writing to the Association he or she resigns his or her office (but only if the number of Directors necessary for a quorum at a Board of Directors' meeting will remain in office when the notice of resignation is to take effect);
- 85.5** he or she is disqualified from acting as a charity trustee under any statute or ceases to hold office by virtue of any provision of the Companies Acts or is prohibited by law from holding office;
- 85.6** he or she has been convicted of any criminal offence, except where the maximum sentence for that offence is a fine;

- 85.7 he or she absents himself or herself from three consecutive meetings of the Board of Directors without special leave of absence from the Board of Directors and they pass a resolution that he or she has by reason of such absence vacated office;
- 85.8 he or she is removed from office by a resolution of the Full Members and Life Members duly passed pursuant to section 168 of the Companies Act 2006;
- 85.9 he or she is directly or indirectly interested in any proposed or actual transaction or arrangement with the Association and fails to declare the nature and extent of his or her interest as required by section 177 of the Companies Act 2006;
- 85.10 he or she is removed from office by a resolution approved by all the other Directors;
- 85.11 he or she becomes a director, trustee, officer or member of the main management committee of a body listed in the Regulations; or
- 85.12 he or she ceases to be registered with the General Optical Council.

PROCEEDINGS OF THE BOARD OF DIRECTORS

- 86 Subject to the Articles, the Board of Directors may regulate their proceedings as they think fit.
- 87 Unless otherwise resolved by the Board of Directors, the Board of Directors shall meet at least four times in each calendar year.
- 88 Any three Directors may, and on the request of any three Directors the Board of Directors shall, at any time call a meeting of the Board of the Directors.
- 89 Unless otherwise resolved by the Board of Directors, the quorum necessary for the transaction of business of the Board of Directors shall be five Directors.
- 90 Each Director shall have one vote. Questions arising at any Board of Directors' 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.
- 91 The President shall be entitled to preside at all meetings of the Board of Directors. If there shall be no President or if at any meeting he or she is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Vice President shall act as chairman of the meeting and if no Vice-President is elected or if at any meeting he or she is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Directors present shall chose one of their number to be chairman of the meeting.
- 92 Any of the Directors, or any committee of the Board of Directors, can take part in a Board of Directors' meeting or committee meeting by way of a:
- 92.1 video conference or telephone or similar equipment designed to allow everybody to take part in the meeting; or
- 92.2 series of video conferences or conference telephone calls from the President or Vice-President.
- Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the President or Vice-President will be treated as taking place where such officer is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chairman of the meeting is, unless the Directors decide otherwise.
- 93 The Directors for the time being may act notwithstanding any vacancy in their body but if and so long as their number is less than the number fixed as the quorum for a meeting of the Board of Directors it shall be lawful for them to act only for the purpose of filling up vacancies in their body.
- 94 All acts bona fide done by any meeting of the Board of Directors, or of any committee of the Board of Directors, or by any person acting as a Director, shall be valid notwithstanding the participation in any vote of a Director:-
- 94.1 who was disqualified from holding office;
- 94.2 who had previously retired or who had been obliged by the Articles to vacate office;
- 94.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise
- if without the vote of that Director and that Director being counted in the quorum, the decision has been made by a majority of the Directors at a quorate meeting.
- 95 Article 94 does not permit a Director or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Board of Directors or of a committee of the Board of Directors if, but for Article 94, the resolution would have been void, or if the Director has not complied with Article 97.
- 96 A resolution in writing signed or approved by all the Directors or all the members of any committee of the Board of Directors entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors or of such committee duly convened and held. The resolution may consist of more than one document in the same form each signed or approved by one or more persons.

DECLARATION OF DIRECTORS' INTERESTS

- 97** A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared.
- 98** A Director must absent himself or herself from any discussions of the Board of Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

CONFLICTS OF INTEREST

- 99** If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:
- 99.1** the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 99.2** the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
- 99.3** the unconflicted Directors consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying.

In this Article, a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a Connected Person.

COMMITTEES

- 100** The Board of Directors may appoint one or more committees consisting of such persons as the Directors decide for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Directors would be more conveniently undertaken or carried out by a committee, provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Board of Directors.
- 101** Any committee of the Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business.

PRESIDENT'S CONSULTATION GROUP

- 102** The President's Consultation Group shall consist of the persons specified in the Regulations.
- 103** The President's Consultation Group shall advise the Board of Directors, through the President, on professional matters of concern or of consequence to the Members. The President's Consultation Group is not a committee of the Board of Directors and has no authority to take any decisions binding on the Association or the Board of Directors.
- 104** The President's Consultation Group shall meet at least twice a calendar year.
- 105** The meetings and proceedings shall be governed by the Regulations.

MINUTES

- 106** The Board of Directors must keep minutes of all:
- 106.1** appointments of Directors and officers made by the Board of Directors;
- 106.2** proceedings at General Meetings of the Association;
- 106.3** meetings of the Board of Directors and committees of the Board of Directors including:
- 106.3.1** the names of the persons present at the meeting;
- 106.3.2** the decisions made at the meetings; and
- 106.3.3** where appropriate the reasons for the decisions.
- 107** Any minutes of any meeting, if purporting to be signed by the chairman of that meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.

SEAL

- 108** The Board of Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Board of Directors or of a committee of the Board of Directors and every instrument to which the seal shall be affixed shall be signed by two Directors or by such other persons appointed by the Board of Directors for the purpose.

REGULATIONS

- 109** The Board of Directors may from time to time make such regulations as they may deem necessary or expedient for the proper conduct and management of the Association and may add to, repeal or vary any such regulations. All regulations so made and for the time being in force shall be binding on all Members and the Board of Directors shall adopt such means as they think fit to bring such regulations to the notice of Members. Regulations may concern the following subjects:
- 109.1** all matters which the Articles provide are to be specified in Regulations;
- 109.2** the procedure at General Meetings and meetings of the Board of Directors and its committees insofar as such procedure is not regulated by the Articles;
- 109.3** the proceedings of Areas (as established, varied or dissolved by the Board of Directors from time to time);
- 109.4** generally all such matters as are commonly the subject of company rules or bye-laws PROVIDED that no regulation shall contravene any of the provisions of the Articles or the Companies Acts.

ACCOUNTS

- 110** The Board of Directors shall comply with the requirements of the Companies Acts as to keeping accounting records, the audit or examination of annual accounts and the preparation and submission to the Registrar of Companies of annual accounts and reports.
- 111** No Member shall (as such) have any right of inspecting the accounting or other records of the Association except as conferred by statute or authorised by the Board of Directors.

NOTICES

- 112** Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Board of Directors or of any of its committees) shall be in writing to the Address for the time being notified for that purpose to the person giving the notice.
- 113** The Association may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his or her Address or by leaving it at that Address or by giving it in electronic form to an Address for the time being notified to the Association by the Member.
- 114** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic form was sent shall be conclusive where the Association can show that it was properly addressed and sent in accordance with section 1147 Companies Act 2006. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic form, at the expiration of 24 hours after the time it was sent.
- 115** Notwithstanding any other provisions of the Articles, the Association may send or supply any document or information to Members that is required or authorised to be sent or supplied by the Association under the Companies Acts or the Companies Act 2006 ('2006 Act') or pursuant to the Articles or the Regulations by making it available on a website to Members. The relevant provisions of the 2006 Act, which apply when documents sent under the Companies Acts or the 2006 Act are made available on a website, shall (with any necessary changes) also apply when any document or information is sent or supplied under the Articles or Regulations to Members.

DISSOLUTION

- 116** The Full Members and Life Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be applied or transferred in any of the following ways:
- 116.1** directly for the Objects;
- 116.2** to any organisation or organisations with purposes similar to the Objects; or
- 116.3** to any organisation or organisations for use for particular purposes that fall within the Objects.
- 117** In no circumstances shall the net assets of the Association be paid to or distributed among the Members and if no resolution in accordance with Article 116 is passed by the Full Members and Life Members the net assets of the Association shall be applied for charitable purposes as directed by the Court.

INDEMNITY

- 118** The Association may indemnify a Director or former Director against any liability incurred by him or her in that capacity to the extent permitted by sections 232 to 234 of the Companies Act 2006.