



The Companies Acts 1985, 1989 and 2006
Company Limited by Guarantee and Not Having a Share Capital

MEMORANDUM and ARTICLES OF ASSOCIATION

Royal College of Speech & Language Therapists

(Adopted by Special Resolution 2004 and
amended 11 October 2005 and 11 October 2007)



Company No. 518344
Incorporated 2nd April 1953 as a Company exempt
from the requirement to use the word 'Limited'
Registered Charity No 273724

MEMORANDUM OF ASSOCIATION

1. The name of the Company (hereinafter called “the College”) is “The Royal College of Speech and Language Therapists”.
2. The registered office of the College will be situate in England.
3. The objects for which the College is established are to promote for the public benefit the art and science of speech and language therapy, meaning the care for individuals with communication, swallowing, eating and drinking difficulties.
4. In furtherance of those objects but not further or otherwise the College shall have the following powers:
 - (a) to promote the better education and training of speech and language therapists and their efficiency in the practice of speech and language therapy;
 - (b) to improve the quality and range of services which speech and language therapists give;
 - (c) to educate and train people in the art and science of speech and language therapy;
 - (d) to institute and conduct examinations and prescribe courses of study in all branches of work conducive to the efficient conduct of the practice of speech and language therapy and to grant certificates and diplomas to those who satisfy the requirements laid down by the Council of Management of the College;
 - (e) to facilitate and promote research into communication, swallowing, and eating and drinking difficulties and to publish the useful result of such research;
 - (f) to promote and maintain the highest standards of professional competence and practice among speech and language therapists and act as an authoritative body for the purpose of consultation in matters of public and professional interest concerning speech and language therapy;
 - (g) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges for the promotion of its objects, and to construct, maintain and alter any building or erection necessary or convenient for the work of the College;
 - (h) to borrow or raise money for the purposes of the College on such terms and on such security, excluding personal security, as may be thought fit;
 - (i) to employ all such officers and staff as may be required for the purposes of the College and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows or other dependants;
 - (j) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes calculated to further the objects of the College;
 - (k) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the College for the promotion of its objects;
 - (l) to support present or former members of the College who by reason of poverty, adversity or ill health are in need;
 - (m) to accept subscriptions and donations (whether of real or personal estate) and devise and bequests for all or any of the purposes aforesaid and to sell and dispose of, to lease and accept surrenders of leases of and manage all real estate (including leaseholds) as received and not required to be or capable of being occupied for the purposes of the College and generally to manage, invest and expend all moneys belonging to the College;
 - (n) to invest moneys of the College not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions, if any, as may for the time being be imposed by law and subject also as hereinafter provided;
 - (o) to delegate the management of investments to an investment manager, being a company or firm which is an authorised person or an exempted person within the meaning of the Financial Services Act 1986;
 - (p) to do all such other things as will further the attainment of the above objects;
5. (a) The Council of Management of the College (“the Council”) may appoint as the investment manager for the College a person who it is satisfied after enquiry is a proper and competent person to act in that capacity and who is either:
 - (i) an individual of repute with at least 15 years’ experience of investment management who is an authorised person within the meaning of the Financial Services Act 1986; or
 - (ii) a company or firm of repute which is an authorised or exempted person within the meaning of the Act otherwise than by virtue of s.45(1)(j) of that Act.
- (b) The Council may delegate to an investment manager so appointed power at his discretion to buy and sell investments for the College in accordance with the investment policy laid down by it. The Council may only do so in terms consistent with this clause.
- (c) Where the Council makes any delegation under this clause it shall:
 - (i) inform the investment manager in writing of the extent of the College’s investment powers;
 - (ii) lay down a detailed investment policy for the College and immediately inform the investment manager in writing of it and of any changes to it;
 - (iii) ensure that the terms of the delegated authority are clearly set out in writing and notified to the investment manager;
 - (iv) ensure that it is kept informed of, and reviews on a regular basis, the performance of its investment portfolio managed by the investment manager and the exercise by him of this delegated authority;
 - (v) take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
 - (vi) review the appointment at such intervals not exceeding 24 months as it thinks fit; and
 - (vii) pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Council shall decide as are consistent with the terms of this clause provided that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and /or expenses are disclosed to the Council.
- (d) Where the Council makes any delegation under this clause it shall do so on the terms that:
 - (i) the investment manager shall comply with the terms of his delegated authority;
 - (ii) the investment manager shall not do anything which the College does not have the power to do;
 - (iii) the Council may with reasonable notice revoke the delegation or vary any of its terms in a way which is consistent with the terms contained in this clause; and
 - (iv) the Council shall give directions to the investment manager as to the manner in which he is to report to the Council all sales and purchases of investments made on its behalf.

PROVIDED THAT

- (i) in case the College shall take or hold any property which

6. The Council may:
 - (a) make such arrangements as it thinks fit for any investments of the College or income from those investments to be held by a corporate body which is incorporated in England and Wales (or which has established a branch or a place of business in England or Wales) as the College's nominee; and
 - (b) pay reasonable and proper remuneration to any corporate body acting as the College's nominee in pursuance of this clause.
7. The income and property of the College, whencesoever derived, shall be applied solely towards the promotion of the objects of the College as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the College.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the College, or to any member of the College in return for any services actually rendered to the College, nor prevent the payment of interest at a rate not exceeding two per cent less than the minimum lending rate prescribed for the time being by the Bank of England or three per cent per annum whichever shall be the greater on money lent or reasonable and proper rent for premises demised or let by any member to the College nor prevent the gratuitous distribution among or sale at a discount to members of any periodicals, books or other literature published by the College or the admission of members to lectures, refresher courses, conferences and meetings held by the College free of charge or at a reduced charge; but so that no member of the Council of Management or Governing Body of the College shall be appointed to any salaried office of the College or any office of the College paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the College to any member of such Council or Governing Body, except repayment of out-of-pocket expenses, payments to the employers of the Chair of the Council of Management or Governing Body by way of reimbursement of the reasonable costs related to the loss of

the employee, for the time spent carrying out duties as the Chair of the Council of Management or Governing Body and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the College, or the benefit of any such distribution or sale of literature as aforesaid or admission to lectures and other gatherings as aforesaid free of charge or at a reduced charge; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

8. The liability of the members is limited.
9. Every member of the College undertakes to contribute to the assets of the College in the event of the same being wound up while he/she is a member, or within one year after he/she ceases to be a member, for payment of the debts and liabilities of the College contracted before he/she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the right of the contributories among themselves, such amount as may be required not exceeding One Pound.
10. If upon the winding up or dissolution of the College there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the College, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the College, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the College under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the College at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

ARTICLES OF ASSOCIATION

Definitions and Interpretation

1. In these Articles the following words and expressions shall have the following meanings:

the Act

the Companies Acts 1985, 1989 and 2006 together including any statutory modification or re-enactment of them for the time being in force

the Articles

these Articles of Association as now framed or as from time to time in force

Associate Members

the persons elected Associate Members of the College in accordance with the Articles

the British Isles

the United Kingdom of Great Britain and Northern Ireland, the Channel Islands and the Isle of Man

the Bylaws

the Bylaws (including regulations) of the College as from time to time in force

Certified Members

the persons elected Full Members in accordance with the Articles, who are in the category of Certified Members

the College

the Royal College of Speech and Language Therapists

The College members or members

The Full Members, Associate Members and Student Members of the College

the College Office

the principal office of the College which shall be its Registered Office for the purposes of the Act

Committee

A Committee or Board established by Council to oversee or carry out some specific function or functions of the College governance

the Council

the Council of Management for the time being of the College

electronic communication

communication as defined in the Electronic Communications Act 2000

Full Members

The persons elected full members of the College in accordance with the Articles, who are in the category of Certified Members, Members and Retired Members

members

The Full Members, Associate Members and Student Members of the College

the Secretary

the company secretary of the College or any other person appointed to perform the duties of the company secretary of the College, including an assistant or deputy secretary

Student Members

the persons elected Student Members of the College in accordance with the Articles.

Words denoting the singular number shall include the plural also and vice versa.

A specified number of days in relation to a length of time with which a notice must be served before an event means that length of time excluding the day on which the notice is served or deemed to be served and the day of the event.

Subject as above, any words or expressions defined in the Act shall, if not inconsistent with the context, bear the same meaning in the Articles.

2. The College is established for the objects expressed in the Memorandum of Association.

Membership of the College

- Such eligible persons as the Council shall elect to full Membership, Associate Membership and Student Membership in accordance with the provisions of the Articles shall be College members. The Council shall by Bylaw prescribe the procedure for application and election to membership.

Full Members

- Any persons who satisfy the requirements which the Council may from time to time lay down for full Membership of the College are eligible for election as Full Members of the College in the following categories (which are subject to amendment as provided in Article 6):

(a) **Certified Members**

Persons qualified as above who are registered in the professional register of speech and language therapists maintained by the Health Professions Council and complete an annual College registration form. Paid-up Members of the College who are Certified Members are entitled to use the designatory letters 'CertMRCSLT' after their names.

(b) **Members**

Persons qualified as above who are (a) resident in the British Isles and non-practising and or (b) not resident in the British Isles, whether or not practising. Paid-up Full Members who are not Certified Members are entitled to use the designatory letters 'MRCSLT' after their names.

(c) **Retired Members**

Persons qualified as above who are non-practising and have reached retirement age. Paid-up Full Members who are Retired Members are entitled to use the designatory letters 'MRCSLT' after their names.

- The following persons shall be eligible for election as Associate Members:

Associate Members

Persons who are not eligible for election as Full Members but are actively engaged as support workers in the practice of speech and language therapy.

- The following persons shall be eligible for election as Student Members:

Student Members

Persons who are enrolled on a course of study in the British Isles which is currently accredited by the College or are enrolled on a course of study in the Republic of Ireland which is currently accredited by the Education Board of the Irish Association of Speech and Language Therapists.

- The Council may from time to time by Bylaw or other regulation alter the categories of membership and prescribe the qualifications which Full Members in the different categories, Associate Members and Student Members must possess and the rights and privileges which they enjoy. Full Members shall be eligible to be nominated as Councillors, to serve as members of committees of the Council, to receive notice of and attend general meetings and to exercise full voting rights in the affairs of the College. Associate Members shall be eligible to serve as members of committees of the Council, to receive notice of and attend general meetings, and to exercise voting rights on such occasions as the Council declares that the vote is on an issue which relates to Associate Members.
- The Council may at any time award Honours of the College to such Full Members as the Council may think fit in recognition of outstanding services to the College. Honours recipients shall be entitled to use the designatory letters 'CertMRCSLT Hons' or 'MRCSLT Hons' after their names as applicable and to such rights and privileges as may from time to time be prescribed by the Council.
- The Council may at any time elect such Full Members as the Council may think fit as Fellows of the College in recognition of distinction in the profession of speech and language therapy. Fellows shall be entitled to use the designatory letters 'FRCSLT' after their names and to such rights and privileges as may from time to time be prescribed by the Council.
- The Council may at any time elect such Members or Fellows of the College as the Council may think fit as President or Vice-Presidents

of the College, who shall be entitled to such rights and privileges as may from time to time be prescribed by the Council. The Council may also elect a person who is not a College member as President.

- In the Articles, unless the context otherwise requires, the expression 'College member' shall be deemed to include 'President' (whether previously a College member or not), 'Vice-President' and 'Fellow'.

- The Council may at any time elect persons who are not Full Members as Honorary Vice-Presidents and Honorary Fellows of the College in such manner and for such term as it may think fit. Persons so elected shall not as a result of such election become College members but shall during their term of election be entitled to such rights and privileges as may from time to time be prescribed by the Council, including the use of the designatory letters 'Hon FRCSLT' after their names in the case of Honorary Fellows, and the title of RCSLT Honorary Vice-President in the case of Honorary Vice-Presidents.

- The Council may at any time invite such persons as it thinks fit to accept the office of Patron of the College and any persons accepting such invitation shall be Patrons accordingly.

Subscriptions

- The subscriptions payable by members shall be in accordance with the scale prescribed from time to time by the Council and shall be payable in pounds sterling at the times determined by the Council, provided that the Council may at its discretion remit or waive the whole or any part of the subscription for special reasons in any particular case.

Termination of Membership

- A member may terminate membership of the College by giving to the Secretary three months' notice in writing and paying all arrears of subscription (if any) due from him/her, provided that no purported resignation shall be effective if at the time of such purported resignation the member's name could have been removed under Article 15.

- Bylaws shall provide for the circumstances in which a member may be erased from the list of members if he/she:

- being a Certified Member, is struck off the professional register of speech and language therapists maintained by the Health Professions Council;
- not being a Certified Member is
 - removed on the ground of professional misconduct and/or unfitness to practise from any list or register of speech and language therapists for the time being established in any country overseas prescribed by the Council for the purposes of recognition of overseas qualifications;
 - has in the opinion of the Council been guilty of conduct unfitting in a College member;
 - is convicted of any offence involving moral turpitude;
 - is found by reason of mental ill health, physical illness or injury to be incapable of managing and administering his/her own affairs;
- fails to pay his/her subscription in full in accordance with the Bylaws.

- Bylaws shall provide for a right of appeal against erasure from the list of members and the circumstances in which a member who has been erased may be restored to the list of members.

General Meetings

- The College shall hold a general meeting in every calendar year as its Annual General Meeting in addition to any other general meetings in the year. The Annual General Meeting shall be held at the date, time and place determined by the Council, and it shall be specified to be the Annual General Meeting in the notice calling it. Not more than fifteen months shall elapse between one Annual General Meeting and the next.

- All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

- The Council may, whenever it thinks fit, convene an Extraordinary General Meeting. In accordance with the provisions of the Act, the

Council shall forthwith proceed to convene an Extraordinary General Meeting if a requisition of members having the right to attend and notice is duly served upon the College at the College Office. If the Council fails to do so, the members who have served the requisition may themselves convene the meeting.

20. At least fourteen days' notice in writing of every Annual General Meeting (together with a copy of the Annual Report for the preceding year) and of every meeting convened to pass a special resolution, and at least fourteen days' notice in writing of every other general meeting, shall be given to such persons (including the Auditors) as are under the Articles or under the Act entitled to receive such notice from the College. The notice shall specify the place, date and time of the meeting, set out all proposed special and extraordinary resolutions and describe generally the nature of the business to be transacted. A meeting may be convened by shorter notice than set out in this Article with the consent of all the members having the right to attend and vote in the case of an Annual General Meeting, or with the consent of such proportion of members as is prescribed by the Act in the case of an Extraordinary General Meeting.

Proceedings at General Meetings

21. The Council shall present at the Annual General Meeting its report for the preceding year, which, with the audited accounts for that year and the Auditors' Report, shall be published in the Annual Report. Other business of the Annual General Meeting shall be to consider the audited accounts and the Auditors' Report, to receive the report of the election of Councillors in accordance with Article 38, to appoint and fix the remuneration of the Auditors and to transact any other business which may, consistently with the Articles and the Act, be introduced at an Annual General Meeting.
22. No business shall be transacted at any general meeting unless a quorum of members entitled to vote is present when the meeting proceeds to business. Twenty such members personally present shall form a quorum.
23. If within half an hour from the time appointed for the holding of a general meeting a quorum is not 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 following week at the same time and place, or to such other day, time and place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall form a quorum.
24. The Chair or, failing him/her, the Deputy Chair shall chair every general meeting, but if at any meeting neither the Chair nor the Deputy Chair is willing to preside or neither is present within fifteen minutes after the time appointed for holding the meeting, the Councillors present shall elect one of their number to the chair, or, if no Councillor is present or if all the Councillors present decline to take the chair, the members present shall elect one of their number to the chair.
25. The chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall do so if directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as that of the original meeting. Otherwise, it shall not be necessary to give notice of an adjournment.
26. 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 by the chair of the meeting or by at least three members entitled to vote and present in person or by proxy. Unless a poll is so 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 minute book of the College 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. The demand for a poll may be withdrawn before the poll is taken.

27. No poll shall be demanded on the election of the chair of a meeting or on any question of adjournment. A poll demanded on any other question shall be taken at such time and place and in such manner as the chair of the meeting directs and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a casting vote in addition to any other vote he/she may have.

29. The order and manner of conducting the business and any other matter relating to a general meeting not provided for in the Articles, Bylaws or regulations shall be determined finally and conclusively by the chair of the meeting.

Votes of Members

30. Only those members eligible to vote whose subscriptions to the College are paid up to date may vote at any general meeting either personally or by proxy, or as a proxy for another member.
31. On a show of hands every member entitled to vote and present in person shall have one vote, and upon a poll every member entitled to vote and present in person or by proxy shall have one vote. A proxy must be a member.
32. The appointment of a proxy shall be in writing in the form prescribed by the Council signed by the appointor or his/her duly authorised attorney.
33. The appointment of a proxy (and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy) shall be deposited at the College Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the proxy proposes to vote, or in the case of a poll not less than forty-eight hours before the time appointed for the taking of the poll. Otherwise the appointment of a proxy shall be treated as invalid. The appointment of a proxy shall be treated as invalid twelve months from its date.
34. A vote given in accordance with the terms of an appointment of proxy shall be valid despite the fact that the appointor has died since making the appointment or has revoked the appointment if no written notice of the death or revocation has been received at the College Office before the proxy is used.

Council of Management

35. (1) Unless otherwise determined by the College in general meeting, the Council shall consist of:
 - (a) not less than six and not more than eleven General Councillors elected in accordance with Article 38 to the offices of Chair, Deputy Chair, Honorary Treasurer and such other offices with specific responsibilities as the Council shall from time to time determine;
 - (b) Councillors for each of the countries of the British Isles and Ireland for the time being prescribed by the Council in accordance with Article 37 (Country Councillors).
- (2) All Councillors shall be Certified Members and resident in the British Isles or the Republic of Ireland.
- (3) No Councillor shall hold two offices simultaneously.
- (4) No remuneration shall be payable to Councillors, but they shall be entitled to be reimbursed proper and reasonable travelling and other out-of-pocket expenses incurred in attending meetings of the Council or of committees of the Council or general meetings of the College or otherwise incurred in or about the affairs of the College.
- (5) The Council may, at its discretion, co-opt on to the Council from year-to-year not more than two persons (who need not be College members). Co-opted members of the Council shall not be entitled to vote at meetings of the Council.
- (6) The Council may, at its discretion, co-opt on to the Council from year-to-year not more than three persons (who need not be speech and language therapists or Certified Members), with specific business, financial, marketing or other skills as the Council may require. Such co-opted members of the Council will have the right to vote at meetings of Council.

36. (1) For the purposes of this Article a “year” shall mean the period between the end of one Annual General Meeting and the end of the next Annual General Meeting of the College.
- (2) Subject as provided in these Articles, all Councillors, other than the Chair, Deputy Chair and the Honorary Treasurer, shall be elected for a period of two years. They may be re-elected for one further period of two years. At the end of two periods of office, they shall not be eligible for re-election to the Council, but shall again be qualified for election when they have been out of office for one year.
- (3) Subject as provided in these Articles, the Deputy Chair shall be elected for a period of four years and shall serve two years as Deputy Chair, followed by two years as Chair. No-one shall be eligible for election as Deputy Chair if he/she has served as a Councillor for more than three years immediately preceding the election. At the end of the Chair’s period of office, he/she shall not be eligible for re-election to the Council until he/she has been out of office for one year.
- (4) (i) If a vacancy for any reason arises in the office of Chair, the Deputy Chair shall automatically succeed to it, and the Council shall appoint one of its number eligible to do so to serve as Deputy Chair. At the discretion of the Council, it shall either cause a by-election in accordance with Article 41 to be held to fill the vacancy in the Council thus arising or appoint an eligible Full Member to the vacancy. Councillors who automatically succeed to the office of Chair or are elected or appointed to the office of Deputy Chair in these circumstances shall serve in those offices for the remainder of the year in which the vacancies arose and the next two years (followed in the case of the Deputy Chair by two years as Chair).
- (ii) If a vacancy for any reason arises in the office of Deputy Chair, the Council shall appoint one of its number to that office to serve until the vacating Deputy Chair would have succeeded to the office of Chair, followed by two years as Chair, provided that only those Councillors shall be eligible for appointment who by the time of retirement from the office of Chair will have served no more than seven years continuously on the Council.
- (5) Subject as provided in these Articles, the person elected Honorary Treasurer shall be elected for a period of four years. For the first two years he/she shall serve as Deputy Honorary Treasurer and shall be a member of the Finance and Organisational Resources Board or any such similar board in the future that may have responsibilities for the financial function of the Council but not a member of Council. No-one shall be eligible for election as Honorary Treasurer if he/she has served as a Councillor for more than two years immediately preceding the election. At the end of the Honorary Treasurer’s period of office, he/she shall not be eligible for re-election to the Council until he/she has been out of office for one year.
- (6) (i) If a vacancy for any reason arises in the office of Honorary Treasurer, the person serving as Deputy Honorary Treasurer shall automatically succeed to it, and the Council shall, at its discretion, either cause a by-election in accordance with Article 41 to be held to fill the vacancy of Honorary Treasurer (serving as Deputy Honorary Treasurer) thus arising or appoint an eligible Full Member to the vacancy. A Deputy Honorary Treasurer who succeeds to the office of Honorary Treasurer or is elected or appointed to the office of Honorary Treasurer (serving as Deputy Honorary Treasurer) in these circumstances shall serve in that office for the remainder of the year in which the vacancy arose and the next two years (followed, in the case of the Deputy Honorary Treasurer, by two years as Honorary Treasurer).
- (ii) If for any reason, a vacancy arises in the office of Honorary Treasurer (serving as Deputy Honorary Treasurer), the Council shall at its own discretion either cause a by-election in accordance with Article 41 to be held to fill the vacancy or appoint an eligible Member of the College to the vacancy, to serve until the office of Honorary Treasurer is vacated, followed by two years in that office.
- (7) If on any occasion the Council determines that for any reason a provision of this Article cannot practically be applied, the Council shall be empowered on that occasion to adopt a procedure as close as possible to that provision.
37. (1) For the purposes of the election of Country Councillors, the Bylaws shall from time to time prescribe the number of Councillors to represent each country and if there is to be more than one Councillor for a particular country which part of that country they shall represent.
- (2) Until otherwise prescribed in the Bylaws, one Country Councillor shall represent each of the countries: England; Scotland; and Wales. One Country Councillor shall also represent the island of Ireland.
- (3) Country Councillors must practise within the country they represent.
- (4) Until otherwise prescribed in the Bylaws, a member whose address includes the number of a British Forces Post Office, or who has an address in the Channel Islands or the Isle of Man shall be deemed to have an address within England, and shall be eligible to vote for and be elected Country Councillor for England.
38. (1) Not less than four months before the date of the Annual General Meeting in each year, the Secretary shall give:
- (a) to all Full Members notice of the General Councillors due to retire at the forthcoming Annual General Meeting, stating the offices they hold, and
- (b) to all Full Members whose addresses are within a country for which the Country Councillor is due to retire at the forthcoming Annual General Meeting notice of that fact.
- The notices shall state whether the retiring Councillors are eligible for re-election and shall be accompanied by nomination papers for the offices to be filled, to be returned to the Secretary by a stated date not earlier than one month after the notices have been given.
- (2) Any Full Member may, by returning the relevant nomination papers by the due date, nominate as many eligible Full Members as candidates for election as there are specified offices to be filled. Any Member whose address is within a country for which the Councillor is due to retire may likewise propose any eligible Full Member as a candidate for election as Councillor for the relevant country.
- (3) No nomination paper shall be deemed valid unless signed by two Members as proposer and seconder and by the Member nominated in confirmation of his/her willingness to act as Councillor in the office specified or as Country Councillor as appropriate.
- (4) Subject to sub-clause 5 below, any eligible Full Member may be nominated for election to not more than two offices for which elections are to be held. If nominated for the office of Deputy Chair and another office, and elected to both, he/she shall be deemed to be elected to the former. If elected to the office of Honorary Treasurer and another office, he/she shall be deemed to be elected to the former. If elected to the offices of both Deputy Chair and Honorary Treasurer, he/she shall be deemed to be elected to the former. If elected to two other offices, he/she shall be entitled to choose which to hold.
- (5) A serving Councillor who is not due to retire at an Annual General Meeting may (if eligible) be proposed for election to another office for which an election is to be held at the Annual General Meeting. If elected to that other office, he/she shall be deemed to resign from his/her existing office at the close of the Annual General Meeting.
- (6) At least two months before the Annual General Meeting in each year the Secretary shall send:
- (a) to all Full Members a ballot paper specifying the offices of General Councillor for which elections are to be held and listing the names in alphabetical order and the addresses and qualifications of candidates for each of the offices including the retiring General Councillors (if eligible for and seeking re-election), and stating the names and addresses of the proposers and seconders of candidates other than retiring General Councillors, and
- (b) to all Full Members whose addresses are within a country for which the Councillor is due to retire a ballot paper listing the names in alphabetical order and the addresses and qualifications of candidates for the office of Councillor for the country, including the retiring Country Councillor (if eligible for and seeking re-election), and stating the names and addresses of the proposers and seconders of candidates other than the retiring Country Councillor.

The ballot papers shall specify a date not earlier than one month after they have been sent out by which they must be returned to the Secretary.

- (7) Each eligible Full Member whose subscription to the College is paid up to date at the date specified for the return of ballot papers, and whose address is within a country in the case of the election of a Councillor for the country, may cast a vote, in accordance with the instructions accompanying the ballot paper, for one candidate for each of the offices for which an election is to be held.
 - (8) If there is only one valid nomination of a candidate for any office, there shall be no ballot for that office.
 - (9) The Council shall determine as it thinks fit the manner in which the validity of nomination papers shall be decided upon and the result of the ballot shall be ascertained.
 - (10) The candidate for election for each office of General Councillor or Country Councillor with the largest number of votes in his/her favour shall be elected to that office. In the event of a tie, the election shall be decided by lot in such manner as the Council shall determine.
39. The Council may if it thinks fit alter for any year the time limits specified in Article 38 in relation to the election procedure, but only so that all elections shall be duly completed before the holding of the Annual General Meeting in that year.
40. The Council shall report to every Annual General Meeting the persons who have been elected as Councillors unopposed or by ballot and the persons so elected shall assume office at the close of the Annual General Meeting.
41. If, after the election of Councillors, there remains for any reason any vacant office of Councillor (other than the Chair or Deputy Chair) at any Annual General Meeting, a by-election for such vacancy shall be held by postal ballot in accordance with the procedure set out in Article 38, subject to any alterations to the time limits specified in that Article which the Council shall think fit. If more than one by-election is necessary, they shall be held simultaneously. No person may be proposed for more than one vacancy at simultaneous by-elections. Existing Councillors may not be proposed for any vacancy at a by-election. Every Councillor elected in accordance with this Article shall serve until the second Annual General Meeting after his/her election when he/she shall be eligible for re-election.
42. In the event of a casual vacancy arising in the Council for any reason between Annual General Meetings, the Council shall fill it by means of a by-election by postal ballot in accordance with the procedure set out in Article 38 unless, at the discretion of the Council, it decides either to appoint an existing Councillor to the vacancy (in which case the office of that Councillor shall be filled by means of a by-election in the same manner or by the appointment by the Council of an eligible Full Member) or to appoint an eligible Full Member to the casual vacancy which has arisen. Every Councillor elected or appointed in accordance with this Article shall serve until the vacating Councillor would have retired, when, if eligible, he/she may be re-elected.
43. The result of any by-election in accordance with Article 41 and 42 shall be announced in the Bulletin of the College or otherwise as the Council shall decide.

Powers of the Council

44. The business of the College shall be managed by the Council which shall have power to do on behalf of the College everything which the College is entitled to do, other than those things which the Act or the Articles require to be done by the College in general meeting, but the Council shall always be bound by the Memorandum of Association of the College, the Articles, the Bylaws, the provisions of the Act and by any resolution of the College in general meeting, provided that it is not inconsistent with the Memorandum of Association of the College, the Articles, the Bylaws or the Act and that no resolution of the College in general meeting shall invalidate any prior act of the Council which would have been valid if such resolution had not been made.

45. The powers of the Council shall include the following:
- (a) to issue Certificates of Membership to such persons as are eligible;
 - (b) to cause to be made, established and maintained a published list of members, which list shall be divided into such parts as the Council shall think fit;
 - (c) to assess and, if thought fit, accredit courses of education and training leading to a qualification in speech and language therapy, monitor such courses and liaise with validating and degree awarding bodies, and continue such accreditation or refuse or withdraw such accreditation and make and alter such conditions as it shall think fit with regard to such accreditation, and to charge fees in connection therewith;
 - (d) to assess and, if thought fit, register courses and post-qualification specialist courses in any branch of speech and language therapy, continue such registration or refuse or withdraw such registration and make and alter such conditions as it shall think fit with regard to such registration, and to charge fees in connection therewith;
 - (e) from time to time to define and vary the duties and powers of the Councillors;
 - (f) to appoint on terms it shall think fit, and at its discretion remove or suspend, any employees of the College;
 - (g) to appoint any person or persons to accept and hold in trust for the College any property belonging to the College or in which it is interested or for any other purpose, and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of any such trustee or trustees;
 - (h) to institute, conduct, defend, compound or abandon any legal proceedings by or against the College or its officers or otherwise concerning the affairs of the College.

Proceedings of the Council

46. The Council shall meet together, adjourn and regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, one third of the number of Councillors in office shall form a quorum. The Council may act even though there are vacancies in its number. Questions arising at any meeting shall be decided by a majority of votes. In the event of an equality of votes, the chair shall have a second or casting vote. Proxy votes shall not be acceptable at Council meetings.
47. Any three Councillors may, and on the request of any three Councillors the Secretary shall, at any time, summon a meeting of the Council by serving at least seven days' notice on each Councillor at his/her address. A Councillor who is absent from the British Isles or the Republic of Ireland shall not be entitled to have a notice of meeting sent to him/her abroad.
48. The Chair or, failing him/her, the Deputy Chair shall chair all meetings of the Council at which he/she shall be present, but if at any meeting neither the Chair nor the Deputy Chair is willing to preside or neither is present within five minutes after the time appointed for holding the meeting, the Councillors present shall elect one of their number to chair the meeting.
49. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions vested in the Council generally.
50. The Council may delegate any of its powers to committees or boards consisting of such persons as the Council may think fit, and any committee so formed shall, in the exercise of powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of all committees shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any Bylaws or regulations made by the Council. All committees shall fully report their acts and proceedings to the Council as soon as is reasonably practicable.
51. All acts bona fide done by the Council or any committee of the Council, or by any person acting as a Councillor, shall, despite the later discovery that there was some defect in the appointment or continuance in office

of any Councillor or that he/she was disqualified, be as valid as if every such person had been duly appointed, had duly continued in office and had been qualified to be a Councillor.

52. The Council shall cause proper minutes to be made of the proceedings of all meetings of the College, of the Council and of committees of the Council, and all business transacted at such meetings. Any such minutes, if purporting to be signed by the chair of the meeting or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in the minutes.

53. A written resolution of the Council signed by all the Councillors for the time being, or a written resolution of a committee of the Council signed by all the members of the committee, shall be as valid and effective as if it had been passed at a duly convened and constituted meeting of the Council or of such committee respectively. The resolution need not be written on one document only, but may consist of several documents bearing the identical resolution each signed by one or more Councillors or committee members, as the case may be.

Disqualification of Councillors

54. The office of a Councillor shall be vacated:

- (a) if he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally; or
- (b) if he/she becomes incapable by reason of mental ill health, physical illness or injury of managing or administering his/her affairs; or
- (c) if he/she ceases to be a Full Member of the College; or
- (d) if he/she resigns his/her office by written notice to the College; or
- (e) if he/she becomes disqualified by law from acting as the trustee of a charity or as a company director; or
- (f) if he/she is removed from office by a resolution of the College pursuant to section 303 of the Act; or
- (g) if he/she is directly or indirectly interested in any contract with the College and fails to declare the nature of his/her interest as required by section 317 of the Act; or
- (h) if he/she does not attend two consecutive meetings of the Council without good reason unless the Council otherwise resolves.

Bylaws of the College

55. The Council may from time to time make such Bylaws and regulations as it may think fit and add to, repeal or vary any such Bylaws and regulations. All Bylaws and regulations so made and for the time being in force shall be binding on members and may concern the following subjects:

- (i) the persons and categories of persons eligible for membership of the College;
- (ii) the conditions on which and the manner in which persons shall be elected to membership of the College;
- (iii) the subscriptions, fees or other payments to be payable by members and the manner in which such payments are to be made;
- (iv) the rights and privileges of and the qualifications, restrictions and conditions of the different categories of members;
- (v) the manner in which membership of the College may be suspended or terminated;
- (vi) conditions governing admission to the list of members and continuance thereon, the erasure of any members therefrom, appeals against such erasure and restoration to the list of members;
- (vii) the countries referred to in Article 37 and any regulations appertaining to them; and
- (viii) such other matters as the Council may think fit;

provided that no Bylaw or regulation shall contravene any of the provisions of the Memorandum of Association of the College, the Articles or the Act.

Advisers to the Council

56. The Council may in its discretion invite any person, whether or not a member, to be an Adviser to the Council or any committee of the

Council. An Adviser shall be appointed for such period as the Council may think fit and shall have the right of attending and speaking but not of voting at meetings of the Council or the committee.

The Secretary

57. The Secretary of the College shall be appointed by the Council on such terms as it may think fit, and any Secretary so appointed may be removed by the Council. The appointment and duties of the Secretary shall be in accordance with the Act. The Council may from time to time by resolution appoint an assistant or deputy secretary and any person so appointed may act in place of the Secretary to the extent that the Council may determine.

The Seal of the College

58. The common seal of the College shall only be used by the authority of a resolution of the Council or of a committee of the Council authorised for this purpose by the Council. Every document to which the common seal is affixed shall be signed by a Councillor and either the Secretary or a second Councillor or a further person who has been appointed by the Council or a committee of the Council for the purpose.

Accounts

59. The Council shall cause proper books of account to be kept in accordance with the Act.

60. The accounting records of the College shall be kept at the College Office, or, subject to compliance with the Act, at such other place or places as the Council shall think fit, and shall always be open to inspection by Councillors.

61. The Council shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations the accounting records of the College or any of them shall be open to the inspection of members other than Councillors, and no member (not being a Councillor) shall have any right of inspecting any account or book or records of the College except as conferred by statute or authorised by the Council.

62. Auditors of the College shall be appointed and their rights, duties and remuneration regulated in accordance with the Act.

Dissolution

63. Clause 10 of the Memorandum of Association of the College relating to the winding up and dissolution of the College shall have effect as if its provisions were repeated in these Articles.

Notices

64. All references herein to the address of a member shall be to the last physical or electronic address supplied by him/her to the College.

65. Any notice referred to in the Articles as being required to be given to any member shall be properly served by delivering it by hand either to the addressee personally or to his/her address or by sending it to the member by post or by electronic communication addressed to him/her at his/her address. Alternatively such a notice shall be deemed to be properly served when it is published in or posted as an insert with the Bulletin or similar publication of the College and a copy of that issue is sent to the member in accordance with the foregoing provisions of this Article, or is published on a website, as may be permitted by Bylaws.

66. A notice, if served by post to an address within the British Isles or the Republic of Ireland, shall be deemed to be served two days after the day on which it was posted, and in the case of service outside the British Isles or the Republic of Ireland, it shall be deemed to be served ten days after the day on which it was posted. A notice, if sent by electronic communication, shall be deemed to be served the day after it was sent.

67. The accidental omission to give a notice (including notice of a meeting) or to send papers (including ballot papers) to any member eligible to receive them or the non-receipt of any such documents shall not invalidate the election of any candidate or resolutions passed or proceedings at any meeting.