



THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM AND
ARTICLES OF ASSOCIATION
of
THE ROYAL COLLEGE OF SPEECH AND LANGUAGE THERAPISTS
(Amended by special resolution at AGM 2015)

Company No. 518344

Incorporated 2nd April 1953 as a Company exempt from the requirement to use the word 'Limited'

Registered Charity No. 273724

Registered Charity in Scotland No. SC041191

MEMORANDUM OF ASSOCIATION

1. The name of the Company (hereinafter called "the RCSLT") is "The Royal College of Speech and Language Therapists".
2. The registered office of the RCSLT will be situate in England.
3. The objects for which the RCSLT 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 RCSLT 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 Board of Trustees of the RCSLT ("the Board");
 - (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 RCSLT;
- (h) to borrow or raise money for the purposes of the RCSLT 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 RCSLT 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 RCSLT;
- (k) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the RCSLT for the promotion of its objects;
- (l) to support present or former members of the RCSLT 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 devises 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 RCSLT and generally to manage, invest and expend all moneys belonging to the RCSLT;
- (n) to invest moneys of the RCSLT 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 do all such other things as will further the attainment of the above objects;

PROVIDED THAT

- (i) in case the RCSLT shall take or hold any property which may be subject to any trusts, the RCSLT shall only deal with or invest the same as allowed by law having regard to such trusts;
- (ii) the objects of the RCSLT shall not extend to the regulation of relations between workers and employers or organisation of workers and organisation of employers;
- (iii) in case the RCSLT shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the RCSLT shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as would be the case if no incorporation had been effected, and the incorporation of the RCSLT shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over the Board but the Board shall as regards any such

property be subject jointly and separately to such control or authority as if the RCSLT were not incorporated.

5. (a) The Board may appoint as the investment manager for the RCSLT a person who it is satisfied after enquiry is a proper and competent person to act in that capacity and who is an approved person within the meaning of the Financial Services and Markets Act 2000 as amended.
 - (b) The Board may delegate to an investment manager so appointed power at his discretion to buy and sell investments for the RCSLT in accordance with the investment policy laid down by it. The Board may only do so in terms consistent with this clause.
 - (c) Where the Board makes any delegation under this clause it shall:
 - (i) inform the investment manager in writing of the extent of the RCSLT's investment powers;
 - (ii) lay down a detailed investment policy for the RCSLT 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 Board 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 Board.
 - (d) Where the Board 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 RCSLT does not have the power to do;
 - (iii) the Board 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 Board shall give directions to the investment manager as to the manner in which he is to report to the Board all sales and purchases of investments made on its behalf.
6. The Board may:
- (a) make such arrangements as it thinks fit for any investments of the RCSLT 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 RCSLT's nominee; and

- (b) pay reasonable and proper remuneration to any corporate body acting as the RCSLT's nominee in pursuance of this clause.

7. The income and property of the RCSLT, whencesoever derived, shall be applied solely towards the promotion of the objects of the RCSLT 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 RCSLT.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the RCSLT, or to any member of the RCSLT in return for any services actually rendered to the RCSLT, 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 RCSLT nor prevent the gratuitous distribution among or sale at a discount to members of any periodicals, books or other literature published by the RCSLT or the admission of members to lectures, refresher courses, conferences and meetings held by the RCSLT free of charge or at a reduced charge; but so that (subject to clause 8) no member of the Board shall be appointed to any salaried office of the RCSLT or any office of the RCSLT paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the RCSLT to any member of the Board, except repayment of out-of-pocket expenses, payments to the employers of the Chair of the Board 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 Board and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the RCSLT, 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. The above prohibition against giving remuneration or benefits to members of the Board shall not apply to any payment to any company of which a member of the Board 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. A member of the Board of the RCSLT ("the relevant Trustee") may provide services to the RCSLT for remuneration if (a) the Board is satisfied that it is in the best interests of the RCSLT for the relevant Trustee to provide the services for the remuneration, (b) the terms are set out in a written contract between the RCSLT and the relevant Trustee, (c) the remuneration does not exceed an amount which is reasonable in all the circumstances, (d) not more than a minority of members of the Board are so remunerated, and (e) the arrangements are in accordance with, and subject to the conditions in, Section 185 of the Charities Act 2011.

9. Nothing in this Memorandum shall authorise an application of the property of the RCSLT for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

10. The liability of the members is limited.

11. Every member of the RCSLT undertakes to contribute to the assets of the RCSLT 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 RCSLT 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.

12. If upon the winding up or dissolution of the RCSLT 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 RCSLT, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the RCSLT, 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 RCSLT under or by virtue of Clause 7 hereof, such institution or institutions to be determined by the members of the RCSLT 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 (as defined in section 2 of the Companies Act 2006) insofar as they apply to the RCSLT

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 RCSLT in accordance with the Articles

the Board

the Board of Trustees, which is the governing body of the RCSLT

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 RCSLT 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

Committee

committee or other subordinate group formally constituted by the Board

electronic communication

communication as defined in the Electronic Communications Act 2000

Full Members

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

members of the RCSLT or members

the Full Members, Associate Members and Student Members of the RCSLT

the RCSLT

the Royal College of Speech and Language Therapists

the RCSLT Office

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

the Secretary

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

Student Members

the persons elected Student Members of the RCSLT in accordance with the Articles

Trustee

a person elected or appointed as a Member of the Board in accordance with the Articles, who shall be a company director under the Act

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 the form of electronic communication or otherwise

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.

A reference to a statute shall include a reference to that statute as modified, consolidated or re-enacted from time to time.

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

Membership of the RCSLT

3. Such eligible persons as the Board shall elect as Full Members, Associate Members and Student Members in accordance with the provisions of the Articles shall be members of the RCSLT. The Board shall by Bylaw prescribe the procedure for application and election to membership.

Full Members

4. Any persons who satisfy the requirements which the Board may from time to time lay down for full Membership of the RCSLT are eligible for election as Full Members of the RCSLT in the following categories (which are subject to amendment as provided in Article 7):

(a) Certified Members

Persons qualified as above who are registered in the professional register of speech and language therapists maintained by the Health and Care Professions Council. Paid-up 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 retired. Paid-up Full Members who are Retired Members are entitled to use the designatory letters 'MRCSLT' after their names.

Associate Members

5. The following persons shall be eligible for election as 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.

Student Members

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

Persons who are enrolled on a course of study in the British Isles which is currently accredited by the RCSLT 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.

7. The Board 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 Trustees, to serve as members of Committees of the Board, to receive notice of and attend general meetings and to exercise full voting rights in the affairs of the RCSLT. Associate Members shall be eligible to serve as members of Committees of the Board, to receive notice of and attend general meetings, and to exercise voting rights on such occasions as the Board declares that the vote is on an issue which relates to Associate Members.

Honours

8. The Board may at any time award Honours of the RCSLT to such Full Members as the Board may think fit in recognition of outstanding services to the RCSLT. 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 Board.

9. The Board may at any time elect such Full Members as the Board may think fit as Fellows of the RCSLT 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 Board.

10. The Board may at any time elect such members or Fellows of the RCSLT as the Board may think fit as President or Vice-Presidents of the RCSLT, who shall be entitled to such rights and privileges as may from time to time be prescribed by the Board. The Board may also elect a person who is not a member of the RCSLT as President.

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

12. The Board may at any time elect persons who are not Full Members as Honorary Vice-Presidents and Honorary Fellows of the RCSLT in such manner and for such term as it may think fit. Persons so elected shall not as a result of such election become members of the RCSLT but shall during their term of election be entitled to such rights and privileges as may from time to time be prescribed by the Board, 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.

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

Subscriptions

14. The subscriptions payable by members shall be in accordance with the scale prescribed from time to time by the Board and shall be payable in pounds sterling at the times determined by the Board, provided that the Board 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

15. A member may terminate membership of the RCSLT 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 16.

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

- (a) being a Certified Member, is struck off the professional register of speech and language therapists maintained by the Health and Care Professions Council;

- (b) not being a Certified Member is
 - (i) removed on the grounds 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 Board for the purposes of recognition of overseas qualifications;
 - (ii) has in the opinion of the Board been guilty of conduct unfitting in an RCSLT member;
 - (iii) is convicted of any offence involving moral turpitude;
 - (iv) is found by reason of mental ill health, physical illness or injury to be incapable of managing and administering his/her own affairs;
- (c) fails to pay his/her subscription in full in accordance with the Bylaws.

17. [SPARE]¹.

General Meetings

18. The RCSLT 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 Board, 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.

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

20. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting. In accordance with the provisions of the Act, the Board 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 RCSLT at the RCSLT Office. If the Board fails to do so, the members who have served the requisition may themselves convene the meeting.

21. 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 RCSLT. 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.

¹ Article 17 was removed by Special Resolution at AGM on 7 October 2015

Proceedings at General Meetings

22. The Board 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 Trustees, to ratify Trustees elected unopposed and Trustees appointed to the Board since the previous Annual General Meeting, 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.

23. 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.

24. 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 Board 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.

25. 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 Trustees present shall elect one of their number to the chair, or, if no Trustee is present or if all the Trustees present decline to take the chair, the members present shall elect one of their number to the chair.

26. 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.

27. 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 RCSLT 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.

28. 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.

29. 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.

30. 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

31. Only those members eligible to vote whose subscriptions to the RCSLT are paid up to date may vote at any general meeting either personally or by proxy, or as a proxy for another member.

32. 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.

33. The appointment of a proxy shall be in writing in the form prescribed by the Board signed by the appointor or his/her duly authorised attorney.

34. 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 RCSLT 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.

35. 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 RCSLT Office before the proxy is used.

Board of Trustees

36. (1) Unless otherwise determined by the RCSLT in general meeting, the Board shall consist of the following categories of Trustees:

- (a) not less than five and not more than eleven General Trustees elected in accordance with Article 37 to the offices of Chair, Deputy Chair and such other offices with specific responsibilities as the Board shall from time to time determine;
- (b) Trustees for each of the countries of the British Isles for the time being prescribed by the Board in accordance with Article 38 (Country Representatives),
- (c) the Honorary Treasurer and not more than two other Trustees appointed by the Board in accordance with Article 37(5).

(2) All Trustees shall be resident in the British Isles.

(3) All Trustees, other than those in category (c), shall normally be Certified Members. Exceptionally, a Full Member who is not a Certified Member may be a Trustee. Trustees in category (c) may or may not be members of the RCSLT.

(4) No Trustee shall hold two offices simultaneously.

(5) Unless permitted under the Memorandum of Association, no remuneration shall be payable to Trustees, but they shall be entitled to be reimbursed proper and reasonable travelling and other out-of-pocket expenses incurred in attending meetings of the Board or of Committees or general meetings of the RCSLT or otherwise incurred in or about the affairs of the RCSLT.

(6) The Board may, at its discretion, co-opt on to the Board from year to year not more than two persons (who need not be members of the RCSLT). Such co-opted members of the Board shall not be entitled to vote at meetings of the Board.

(7) The Board may, at its discretion, co-opt on to the Board 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 Board may require. Such co-opted members of the Board shall have the right to vote at meetings of the Board.

(8) Non-members of the RCSLT may comprise not more than 25% of the Trustees entitled to vote at any time.

(9) Of the Trustees entitled to vote who are members of the RCSLT, non-practising members may comprise not more than 25% at any time.

(10) At the discretion of the Board, the selection process for any of the Trustees may involve (a) the development of a role description and a requirement for minimum qualifications relevant for the role, (b) advertising of the role in such media as the Board thinks fit and (c) an interview process arranged by the Board.

37.(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 RCSLT.

(2) Subject as provided in these Articles, all Trustees, other than the Chair and Deputy Chair, shall be elected for a period of three years. They may be re-elected for one further period of three years. At the end

of two periods of office, they shall not be eligible for re-election to the Board, 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 Trustee 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 Board 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 Board shall appoint one of its number eligible to do so to serve as Deputy Chair. At the discretion of the Board, it shall either cause a by-election in accordance with the Bylaws to be held to fill the vacancy in the Board thus arising or appoint an eligible Full Member to the vacancy. Trustees 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 Board 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 Trustees 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 Board.

(5) Subject as provided in these Articles, the persons appointed to the office of Honorary Treasurer or to other offices under category (c) in Article 36(1) shall be appointed for a period of three years. They shall be appointed by the Board after a selection process deemed appropriate by the Board and shall take office upon their appointment. If a vacancy for any reason arises in the office of Honorary Treasurer or in any other office under category (c) in Article 36(1), the Board shall appoint a successor to the office in accordance with this Article 37(5).

(6) All appointments made by the Board in accordance with this Article shall be announced in the Bulletin of the RCSLT or otherwise as the Board shall decide, and shall be subject to ratification at the next following Annual General Meeting.

(7) If on any occasion the Board determines that for any reason a provision of this Article cannot practically be applied, the Board shall be empowered on that occasion to adopt a procedure as close as possible to that provision.

38. (1) For the purposes of the election of Country Representatives, the Bylaws shall from time to time prescribe the number of Representatives to represent each country and if there is to be more than one Representative for a particular country which part of that country they shall represent.

(2) Until otherwise prescribed in the Bylaws, one Country Representative shall represent each of the countries: England; Scotland; Northern Ireland and Wales.

(3) Country Representatives 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 Representative for England.

39. The General Trustees and County Representatives shall be nominated and elected in accordance with the procedures prescribed in the Bylaws.

40. The Board shall report to every Annual General Meeting the persons who have been elected as Trustees unopposed or by ballot or, in the event that no eligible candidate is nominated for any vacancy, appointed by the Board and the persons so elected or appointed shall assume office at the close of the Annual General Meeting.

41. If, after the election of Trustees, there remains for any reason any vacancy among the elected Trustees (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 the Bylaws unless, at the discretion of the Board, it decides either to appoint an existing Trustee to the vacancy (in which case the office of that Trustee shall be filled by means of a by-election in the same manner or by appointment by the Board of an eligible Full Member) or to appoint an eligible Full Member to the casual vacancy which has arisen.. Every Trustee elected or appointed in accordance with this Article shall serve until the third Annual General Meeting after his/her election or appointment when he/she shall be eligible for re-election.

42. In the event of a casual vacancy arising for any reason among the elected Trustees (other than the Chair or Deputy Chair) between Annual General Meetings, the Board shall fill it in similar fashion to Article 41. Every Trustee elected or appointed in accordance with this Article shall serve until the vacating Trustee would have retired, when, if eligible, he/she shall be eligible for re-election.

43. The result of all by-elections held and appointments made in accordance with Articles 41 and 42 shall be announced in the Bulletin of the RCSLT or otherwise as the Board shall decide, and shall be subject to ratification at the next Annual General Meeting.

Powers of the Board

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

45. The powers of the Board 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 Board 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 Trustees;
- (f) to appoint on terms it shall think fit, and at its discretion remove or suspend, any employees of the RCSLT, subject to appropriate delegation;
- (g) to appoint any person or persons to accept and hold in trust for the RCSLT any property belonging to the RCSLT 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 RCSLT or its officers or otherwise concerning the affairs of the RCSLT.

Proceedings of the Board

46. The Board 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 Trustees in office shall form a quorum. The Board 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 Board meetings. In addition, the Board may reach decisions by any suitable means of communication between Trustees (including electronic communications).

47. Any three Trustees may, and on the request of any three Trustees the Secretary shall, at any time, summon a meeting of the Board by serving at least seven days' notice on each Trustee at his/her address. A Trustee who is absent from the British Isles 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 Board 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 Trustees present shall elect one of their number to chair the meeting.

49. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions vested in the Board generally.

50. The Board may delegate any of its powers to Committees consisting of such persons as the Board 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 Board. The meetings and proceedings of all Committees shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any Bylaws or regulations made by the Board. The acts and proceedings of each Committee shall be reported to the Board in such manner as the Board shall decide.

51. All acts bona fide done by the Board or any Committee, or by any person acting as a Trustee, shall, despite the later discovery that there was some defect in the appointment or continuance in office of any Trustee 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 Trustee.

52. The Board shall cause proper minutes to be made of the proceedings of all meetings of the RCSLT, of the Board and of such Committees as the Board shall decide, 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 Board signed by all the Trustees for the time being, or a written resolution of a Committee signed by all the members of the Committee who are entitled to vote at a meeting of the Board or of the Committee, shall be as valid and effective as if it had been passed at a duly convened and constituted meeting of the Board 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 Trustees or Committee members, as the case may be.

Disqualification of Trustees

54. The office of a Trustee 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 RCSLT; or
- (d) if he/she resigns his/her office by written notice to the RCSLT; 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 RCSLT pursuant to section 168 of the Companies Act 2006; or
- (g) if he/she is directly or indirectly interested in any contract with the RCSLT and fails to declare the nature of his/her interest as required by section 182 of the Companies Act 2006; or
- (h) if he/she does not attend two consecutive meetings of the Board without good reason, and the Board resolves that he/she should cease to hold office for this reason, except that no Trustee shall be required to vacate office without first being given the opportunity to attend and be heard by the Board before the decision is made.

Bylaws of the RCSLT

55. The Board 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 RCSLT;
- (ii) the conditions on which and the manner in which persons shall be elected to membership of the RCSLT;
- (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 RCSLT 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) election procedures for General Trustees and Country Representatives;
- (viii) the countries referred to in Article 38 and any regulations appertaining to them; and
- (ix) such other matters as the Board may think fit;

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

Board or Committee Advisers

56. The Board may in its discretion invite any person, whether or not a member, to be a Board or Committee Adviser. An Adviser shall be appointed for such period as the Board may think fit and shall have the right of attending and speaking but not of voting at meetings of the Board or the Committee.

The Secretary

57. The Secretary of the RCSLT shall be appointed by the Board on such terms as it may think fit, and any Secretary so appointed may be removed by the Board. The appointment and duties of the Secretary shall be in accordance with the Act. The Board 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 Board may determine.

The Seal of the RCSLT

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

Accounts

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

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

61. The Board 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 RCSLT or any of them shall be open to the inspection of members other than Trustees, and no member (not being a Trustee) shall have any right of inspecting any account or book or records of the RCSLT except as conferred by statute or authorised by the Board.

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

Dissolution

63. Clause 12 of the Memorandum of Association of the RCSLT relating to the winding up and dissolution of the RCSLT 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 RCSLT.

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 RCSLT 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.
