

THE COMPANIES ACTS 1985 AND 1989



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND
ARTICLES OF ASSOCIATION

of

THE BRITISH DIETETIC ASSOCIATION

Company No. 435492

Incorporated 29 May 1947
As a Company exempt from the Requirement
to use the word 'Limited'

(As adopted by Special Resolutions
Passed on 5 July 2018)

Companies Acts 1985 and 1989

Company Limited by Guarantee And Not Having a Share Capital

MEMORANDUM OF ASSOCIATION

of

THE BRITISH DIETETIC ASSOCIATION

1. NAME

The name of the Company is *THE BRITISH DIETETIC ASSOCIATION* ('the Association').

2. REGISTERED OFFICE

The registered office of the Association is situated in England.

3. OBJECTS

The objects for which the Association is established ('the Objects') are:

- 3.1** to advance the science and practice of dietetics and associated subjects;
- 3.2** to promote training and education in the science and practice of dietetics and associated subjects;
- 3.3** to regulate the relations between dietitians and their employers;
- 3.4** to promote health and well-being amongst the population through the science and practice of dietetics; and
- 3.5** to further all such objects which a trade union may lawfully pursue in accordance with statute.

4. POWERS

In furtherance of the Objects and not otherwise, the Association has the following powers:

- 4.1** to establish scholarships and to grant prizes, awards, diplomas and certificates of merit and proficiency and qualifications in connection with dietetics;
- 4.2** to make, institute and establish grants, contributions, awards, scholarships, endowments or other benefactions in connection therewith;
- 4.3** to diffuse the knowledge and to further the understanding of dietetics and to produce, print, publish, sell, lend or distribute reports and proceedings of the Association and such papers, periodicals, books, treatises, circulars and other publications in any media as may further the Objects;
- 4.4** to facilitate the exchange of information and ideas and the consideration of and discussion on matters affecting dietetics or persons engaged therein, and to provide for the delivery and holding of lectures, meetings, classes, conferences, exhibitions and demonstrations of apparatus, plant and processes or otherwise in connection therewith or with the Objects;
- 4.5** to establish and maintain libraries (including circulating libraries) and museums suitable for the use and instruction of persons engaged in the study of dietetics, and to furnish the same with books, reviews, magazines, newspapers, registers, journals and other appropriate publications in any media, apparatus, plant, models and other exhibits;
- 4.6** to accept any grant or gift of property, legacy or annuity, whether subject to any special trust or not;
- 4.7** to take such steps, by personal or wider appeals, meetings, advertisements or by any other means as may from time to time be deemed expedient, for the purpose of promoting the Objects or of procuring contributions to its funds by any legal means;
- 4.8** to undertake and execute any charitable trusts the undertaking or execution whereof may further the Objects;
- 4.9** to amalgamate with any associations, societies, corporations, institutions or bodies having objects altogether or in part similar to the

Objects and prohibiting the distribution of their income and property to an extent at least as great as is imposed on the Association by Clause 5 hereof;

- 4.10** to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the associations, societies, corporations, institutions or bodies with which the Association is authorised to amalgamate;
- 4.11** to borrow money, give security for loans, make grants or loans of money, give guarantees and deposit or invest funds in any manner;
- 4.12** to acquire, rent, let or dispose of property of any kind;
- 4.13** to insure the property of the Association against any foreseeable risk and take out other insurance policies to protect the Association when required;
- 4.14** to insure the Members of the Council against the costs of a successful defence to a criminal prosecution brought against them or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of duty, unless the Member concerned knew that, or was reckless whether, the act or omission was a breach of duty;
- 4.15** to engage or employ such persons or companies to perform such duties as agents, advisers, managers or employees as the Council in its discretion shall from time to time determine, upon terms which it considers proper;
- 4.16** to enter into contracts to provide services to or on behalf of other bodies;
- 4.17** to establish subsidiary companies to assist or act as agents for the Association; and
- 4.18** to do all such other lawful things as promote or help to promote the Objects.

5. BENEFITS TO MEMBERS

The property and funds of the Association shall be used only for promoting the Objects and no part shall be paid or transferred directly or indirectly by way of dividend or otherwise by way of profit to members of the Association, provided that members may: be employed by or enter into contracts with the Association and receive reasonable payment for goods or services supplied; be paid interest at a reasonable rate on money lent to the Association; and be paid a reasonable rent, license fee or hiring fee for property let, licensed or

hired to the Association and further provided that payments may be made to members of the Council in connection with their duties as Council Directors.

6. The Association shall keep true and accurate accounts of all money received and expended and of the assets and liabilities of the Association, shall have its accounts audited annually; shall keep the Association's accounts at its registered office or such other place as it shall deem fit; and shall make the accounts open to inspection of the members, subject to reasonable restrictions that may be imposed by the Association from time to time, relating to time and manner of inspection.

7. LIMITED LIABILITY

The liability of members is limited.

8. GUARANTEE

Every member promises, if the Association is dissolved while she remains a member or within twelve months afterwards, to contribute such amount as may be required (not exceeding £1) towards the costs of dissolution and the liabilities incurred by the Association while the contributor was a member.

9. DISSOLUTION

If the Association is dissolved the assets (if any) remaining after provision has been made for all its liabilities shall be transferred to one or more other associations, societies, corporations, institutions or bodies such as are mentioned in Clause 4.9 hereof, or applied directly for the Objects or charitable purposes within or similar to the Objects, as the Members of the Association shall determine before the dissolution.

10. INTERPRETATION

Words and expressions defined in the Articles of Association have the same meanings in this Memorandum.

Companies Acts 1985 and 1989

Company Limited by Guarantee And Not Having a Share Capital

ARTICLES OF ASSOCIATION

of

THE BRITISH DIETETIC ASSOCIATION

DEFINITIONS AND INTERPRETATION

1. In the Articles unless the context otherwise requires the following definitions and rules of construction shall apply:

Annual General Meeting	an annual General Meeting held in accordance with Article 18
the Articles	the Articles of Association of the Association for the time being in force
Associate Fellows	Associate Fellows will demonstrate a level of competency, professional achievement or qualification as may be prescribed by Council
the Association	The British Dietetic Association
Association Meeting	an Annual General Meeting or a General Meeting (as applicable)
the Association's Office	the registered office of the Association at Charles House, 148/9 Great Charles Street, Birmingham or such other address notified to members as such by the Association from time to time
Branches	those branches as determined in accordance with Article 59

the Bylaws	the bylaws, regulations and standing orders of the Association from time to time made pursuant to Article 47 (k)
Candidates	has the meaning given to it in Article 39(a);
the Chair	the person appointed to hold that office in accordance with Article 39
The Chair Designate	the person appointed to hold that office in accordance with Article 39(b)
the Companies Act	the Companies Act 2006
Constituency	the constituencies of the Association as established by Bylaws from time-to-time
the Council	the Council of Management for the time being of the Association constituted in accordance with Articles 36 and 37
Council Directors	means any or all of the Chair, Chair Designate, Treasurer, Lay Directors, Ordinary Council Directors, Trade Union Council Director and the Vice Chair
dietetics	the interpretation and application of the scientific principles of nutrition in health and disease including technical and other work and practice, sciences and subjects ancillary, allied or auxiliary thereto or associated therewith
dietitian	a person engaged in dietetics
electronic communications	a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa): <ul style="list-style-type: none"> (a) by means of a telecommunication system (within the meaning of the Telecommunications Act 1984); or (b) by other means but while in an

electronic form

FBDA	Fellow of The British Dietetic Association
Fellows	Fellows will be members who are elected by the profession according to Bylaws laid down by Council
General Meeting	all Association Meetings held in accordance with Article 17
Health and Care Professions Council	the regulatory body for registered dietitians
Lay Director	those persons who are not members but who are appointed to the Council in accordance with Article 40(b)
MBDA	Member of the British Dietetic Association
members	full members, Fellows and non-practising members of the Association
Ordinary Council Directors	all Council Directors who are not the Chair, the Chair Designate, Treasurer, Vice Chair, Trade Union Council Director or Lay Members
prescribed	prescribed by the Council by Bylaw or otherwise under powers conferred by the Articles
recognised	in relation to any tuition, training, course, curriculum, examination, degree, diploma, certificate or other qualification, post or institution, means such of the matters aforesaid as have been assessed and are for the time being approved by the Council for any specified purpose
recognised qualifying body	a body the standard of whose tuition, training, courses, curricula or examinations or of the degrees, diplomas, certificates or other qualifications which it grants for any branch or branches of dietetics has been assessed and is for the time being approved by the Council for the purpose of qualifying dietitians for registration on the register or registers

the register or registers	the register or registers for the time being established and maintained by or by the direction of the Council, or the register or registers maintained by the Health and Care Professions Council or any other body recognised by the Council, in which are entered the names (with such other particulars as may be thought fit) of persons qualified in the opinion of the Council to practise dietetics or any branch thereof
Selection Committee	the selection committee appointed in accordance with Article 39(d);
Specialist Group	those groups as described in Article 60
Trade Union	that part of the Association which is a Trade Union as recognised by the Certification Officer and in accordance with the Trade Union and Labour Relations (Consolidation) Act 1992
Trade Union Council Director	the member of the Council appointed by the Trade Union pursuant to Article 37(d)
Treasurer	the treasurer of the Association appointed in accordance with Article 37(b);
United Kingdom	the United Kingdom of Great Britain and Northern Ireland
Vice Chair	the person appointed to hold that office in accordance with Article 42(a)
year	in relation to the length of time for which a member may be elected to office in the Association, means the interval between the close of the Annual General Meeting of the Association in one year and the close of the Annual General Meeting in the following year

(A) Unless the context otherwise requires words denoting the singular shall include the plural and vice versa, references to any gender shall include all other genders and references to persons shall include natural persons, bodies corporate, unincorporated associations, governments, states, trusts and partnerships, in each case whether or not having a

separate legal personality. References to the word “include” or “including” are to be construed without limitation.

- (B)** Any reference to the Bylaws or any other document is a reference to the Bylaws or that other document as amended, varied, supplemented, or notated (in each case, other than in breach of the provisions of these Articles) at any time.
- (C)** In the event of any conflict between the provisions of the Articles and the Bylaws, the provisions of Articles shall prevail.
- (D)** References in the Articles to any statute, statutory provision or European Union Directive include a reference to that legislation as amended, extended, consolidated or replaced from time to time (whether before, on or after the date the Articles are adopted) and include any former legislation which it re-enacts, consolidates or replaces and any order, regulation, instrument or other subordinate legislation made under the relevant legislation.

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

MEMBERSHIP

3. The members of the Association shall be:
 - (i)** such eligible persons as the Council shall admit as full members in accordance with the Articles;
 - (ii)** such full members as the Council or the Association in Association Meetings may at any time elect as Fellows of the Association; and
 - (iii)** non-practising members.
4. Any person who holds a recognised qualification in any prescribed branch of dietetics and who is or has been at any time registered, or eligible to be registered, with the Health and Care Professions Council shall be eligible to become a full member of the Association. Eligible persons who have at any time been removed from any statutory register in any country must provide such additional evidence as shall be required by Council. The Council shall by Bylaws prescribe the procedure for application for and admission as a full member. Members may denote membership by use of the letters MBDA as part of their professional title.
5. The Council may elect members to be Fellows of the Association and shall, by Bylaws, prescribe the criteria and process for election. Fellows may denote their status by use of the letters FBDA as part of their professional title. Fellows of the Association shall on election retain all the privileges of and have

the same liabilities (including for payment of subscriptions) as full members of the Association.

6. The Council may make Bylaws to establish criteria and procedures for the awarding of other grades of membership and provide rules on the use of letters as part of any additional grades of membership.
7. Full members who are non-practising and persons eligible to be full members who are non-practising may apply for and be admitted to the category of non-practising members, subject to the prescribed procedures. Non-practising members shall have such privileges (including the right to vote) and liabilities as the Council shall prescribe.
8.
 - (a) Persons enrolled on a recognised course of training in dietetics shall be eligible for admission to the Association as student members during such time as they remain on such a course. The Council shall by Bylaws prescribe the procedure for application for and admission as a student member. No person who is eligible to be a member shall be eligible to be a student member.
 - (b) Student members shall not have the liabilities of membership of the Association. They shall be entitled to receive notice of and attend (but not vote at) Association Meetings, and to elect a student member to attend meetings of the Council as an observer.
9.
 - (a) The Council, or the Association at an Association Meeting, may at any time elect:
 - (i) as affiliates of the Association persons who hold recognised scientific qualifications in the field of human nutrition. The Council shall by Bylaws prescribe the procedure for application for and admission as an affiliate. No persons eligible to be members or student members of the Association shall be eligible to be affiliates;
 - (ii) as honorary associates of the Association such persons as may be thought fit; and
 - (iii) as associate members of the Association such persons as may be thought fit.
 - (b) Affiliates, associate members and honorary associates of the Association shall not have the liabilities of membership of the Association. They shall be entitled to receive notice of and attend (but

not vote at) Association Meetings of the Association.

10. The Council may from time to time by Bylaws alter the categories of membership and prescribe the qualifications which members, student members, affiliates, associate members or honorary associates may be required to possess and the rights and privileges they may enjoy.
11. A member, student member, affiliate, associate member or honorary associate may only resign from the Association in accordance with the Bylaws.
12. The Council may at its discretion and in accordance with the Bylaws, terminate or suspend the membership of any member, student member, affiliate, associate member or honorary associate.
13. An application for restoration to membership or to the status of student member, affiliate, associate member or honorary associate may be submitted to the Association not less than twelve months after termination of the same and shall be considered by the Council, whose determination shall be final and conclusive.

SUBSCRIPTIONS

14. The annual subscriptions payable by members, student members, affiliates and associate members shall be in accordance with the scale prescribed from time to time by the Council and shall be payable at the time or times determined in the relevant Bylaws.
15. Only members whose subscriptions to the Association are paid up to date shall be entitled to vote at any Association Meeting either in person or by proxy, as a proxy for another member, or in a postal ballot.

ASSOCIATION MEETINGS

16. The Association shall hold an Association Meeting in every calendar year as its Annual General Meeting on the date (not being more than fifteen months after the previous Annual General Meeting) and at the time and place fixed by the Council.
17. The Council may whenever it thinks fit convene a General Meeting and, in accordance with the provisions of the Companies Act, the Council shall promptly convene a General Meeting at the written request of not less than one tenth of the members duly served upon the Association at the Association's Office.

NOTICE OF ASSOCIATION MEETINGS

18. At least twenty-one days' notice in writing of every Annual General Meeting and of every General 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 as are under the Articles or under the Companies Act entitled to receive notice of meetings from the Association.
19. The notice shall specify the date, time and place of the meeting, set out all proposed special and extraordinary resolutions and describe generally the nature of the other business to be transacted. Notices of Annual General Meetings shall inform members where the annual report and audited accounts of the Association for the preceding year may be obtained. Members who cannot access web-based information may receive such reports in printed format.
20. The accidental omission to give notice of any meeting to, or the non-receipt of any such notice by, any person entitled to receive the same shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT ASSOCIATION MEETINGS

21. The business of the Annual General Meeting shall be to receive and consider the annual report of the Council and the audited Accounts of the Association for the preceding year together with the Auditors' Report, to report on the appointment of Council Directors in accordance with Articles 35 to 43 (inclusive) and to appoint and fix the remuneration of the auditors.
22. No business shall be transacted at any Association Meeting unless a quorum of members entitled to vote is present. Fifty members present either personally, by means of audio-visual communication and/or telecommunication shall form a quorum. No business, save for the reporting in accordance with Articles 21 and 41, shall be transacted at any Association Meetings unless the quorum is present throughout the business.
23. If within half an hour from the time appointed for an Association Meetings a quorum is not present, the meeting shall be dissolved.
24. The Chair (if any) or, in their absence, the Chair Designate (if any) or, in their absence, the Vice Chair (if any), shall preside at every Association Meeting (and for the purpose of Articles 25-30 (inclusive) the position taken by the applicable Council Director at either any Association Meeting shall be defined as the "chair"). If neither the Chair, Chair Designate or Vice Chair is present fifteen minutes after the time appointed for holding the Association Meeting and willing to act, the Members of the Council present shall elect one of their number to the chair. If there is no Member of Council present willing to take

the chair, the members entitled to vote and personally present shall elect one of their number to chair the Association Meeting.

- 25.** The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. Otherwise, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 26.** At any Association 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, a show of hands either:

 - (a)** a poll is demanded by at least one third of the members present in person or by proxy, in which event the provisions of Article 31 shall apply, or
 - (b)** a resolution is put to the vote of the meeting that the question be decided by postal ballot, and the resolution is carried by a majority of those present in person or by proxy, in which event the provisions of Article 56 shall apply, and no poll shall take place at the meeting.
- 27.** Unless a poll is so demanded or a resolution for a postal ballot is carried, a declaration by the chair that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 28.** A poll shall be taken in such manner as the chair shall direct, save that a poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chair of the meeting directs and any business other than that upon which a poll or postal ballot has been demanded may proceed pending the taking of the poll or postal ballot. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 29.** In the case of an equality of votes, whether on a show of hands, on a poll or on a postal ballot, the chair of the meeting at which the show of hands took place or at which the poll was demanded or a resolution for a postal ballot was carried shall be entitled to a second or casting vote.
- 30.** No special business shall be transacted at an Association Meeting unless (a) it is moved by or on behalf of the Council or (b) a proposal to move the same signed by not less than fifteen members entitled to vote at such Association

Meeting shall have been given in writing to the Association not less than twenty-one days before the date fixed for the meeting.

VOTES OF MEMBERS

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.
32. The appointment of a proxy shall be in writing in the prescribed form, or in any other form approved by the Council, and signed by the appointer. A proxy must be a member entitled to vote.
33. The appointment of a proxy must be deposited at the Association's Office 48 hours before the commencement of the meeting or adjourned meeting at which the proxy proposes to vote. Otherwise the appointment shall be treated as invalid.
34. The appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll or a postal ballot.

COUNCIL OF MANAGEMENT

35. For the purposes of Articles 36 to 38 (inclusive) and 41 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 Association.
36. The affairs of the Association shall be managed by the Council, which shall consist of not less than twelve persons, of which:
 - (a) one shall be Chair and (where applicable) one shall be either Chair Designate or Vice Chair;
 - (b) one shall be appointed as Treasurer
 - (c) at least one Ordinary Council Member shall be appointed from each Constituency;
 - (d) one shall be a Trade Union Member; and
 - (e) at least two thirds are full members of the Association.
37. The Council Directors shall be chosen as follows:

- (a) the Chair of the Association and the Chair Designate (if any), shall be appointed in the manner prescribed in Articles 38 and 39;
- (b) the Treasurer and Ordinary Council Directors shall be appointed by the Council pursuant to Articles 39(c) and 40(a);
- (c) Lay Directors shall be appointed in accordance with Article 40(b); and
- (d) the Trade Union Member shall be appointed by the Trade Union.

38. The Chair shall:

- (a) hold office for a period of two years;
- (b) prior to commencement of appointment, hold office as Chair Designate for a period of one year in accordance with Article 39 (b);
- (c) be eligible for concurrent re-election as Chair once (for the avoidance of doubt the length of this consecutive term shall be two years); and
- (d) be a Health and Care Professions Council registered dietitian.

39. Subject to the provisions of the Bylaws, the method of appointment of Council Directors (save for the Vice Chair, who shall be appointed pursuant to Article 43) shall be as follows:

- (a) following the publication of an advertisement by the Association through the appropriate mediums, calling for applications to be submitted by individuals ("**Candidates**") within a timescale determined by the Council to fulfil the relevant Council Director position Candidates will be interviewed by the Selection Committee established in accordance with Article 39(d);
- (b) the Chair shall be appointed following interview by a Selection Committee, confirmation of such appointment to take place one year in advance of commencement of that individual's tenure as Chair, and during the year prior to commencement of their tenure, the incoming Chair shall hold the position of Chair Designate;
- (c) the Treasurer and all Ordinary Council Directors and all Lay Directors shall be appointed in accordance with Article 40(a) following interview by the Selection Committee; and
- (d) the Selection Committee shall be established by the Council at a meeting, and shall comprise of such individuals as the Council, at its discretion, considers appropriate for the purpose of appointing an individual with the appropriate credentials to become a Council Director

(the appointment of such individuals at all times being subject to Article 36 and the time periods prescribed in Article 38(a) and 41)).

40. Subject to the provisions of Article 36 the Council may, at its absolute discretion and by way of resolution, and following completion of the procedure set out in Article 39(c) appoint:
 - (a) appoint members to its number as Ordinary Council Directors;
 - (b) Lay Directors, and when making appointments pursuant to this Article the Council may have regard to the additional skills, competences, and knowledge the Association would acquire from the Lay Member that may not be available from amongst its own membership.

41. Aside from the role of Chair, all other Council Directors shall be appointed for a period of three years, and shall be eligible to be re-appointed to the same post for 2 consecutive terms (being a maximum aggregate period of 6 years). Where the Council Director is currently on Council and appointed as Chair Designate they shall be permitted to hold the two positions concurrently. The confirmation of all appointments shall be reported by the Council at the relevant Association Meeting.

42. In the event of a casual vacancy arising in the position of:
 - (a) Chair, the Chair Designate (if any) shall serve as the Chair for the remainder of the term of office of the person who has vacated office as Chair and on the expiry of such period shall continue in office as the Chair for a first term of two years in accordance with Article 38(a). If there is no Chair Designate in post, the Vice Chair shall serve as the Chair until a Chair or Chair Designate is appointed;
 - (b) any other Council Director ("**Council Director Vacancy**"), the Council may co-opt any person to the Council for a period of up to twelve months (the "**Co-opt Period**"), subject to the Council advertising the Council Director Vacancy in accordance with Article 39(a) with a view to filling the Council Director Vacancy prior to expiry of the Co-opt Period. Any person who is co-opted to the Council shall be entitled to receive notices of and to attend and speak at, and vote at, any meeting of the Council. The presence of such a person will count towards the quorum necessary for the transaction of the business of the Council.

43. Where there is no Chair Designate, the Council shall appoint a Vice Chair from amongst its number by way of resolution passed at a meeting of the Council.

44. Council Directors shall be entitled to be reimbursed such reasonable out-of-pocket expenses (including accommodation and travel costs) or loss of earnings as they may incur in attending meetings of the Council or of committees of the Council or Association Meetings, or as they may otherwise incur in or about the affairs of the Association. Reimbursement shall be according to rates agreed by Council in Bylaws.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

45. (a) The position of a Council Director shall be vacated forthwith if a Council Director:
- (i) becomes bankrupt or makes any arrangement or composition with their creditors;
 - (ii) if in the written opinion of a registered medical practitioner is incapable, whether mentally or physically, of managing their affairs;
 - (iii) they cease to be a member of the Association;
 - (iv) they resign by way of written notice to the Association;
 - (v) they become disqualified by law from acting as a company director; or
 - (vi) they are removed from office by a resolution of the Association duly passed pursuant to Section 168 of the Companies Act.
- (b) In addition to the events listed in Article 45(a)(i) to (vi) (inclusive), a person ceases to be a Council Member as soon as the Council makes a decision to vacate that person's office and serves written notice on them to that effect.

POWERS OF THE COUNCIL

46. The Association shall be managed by the Council, which shall have power to do on behalf of the Association everything the Association is entitled to do, other than those things which the Companies Act or the Articles require to be done by the Association in Association Meetings, but the Council shall always be bound by the Articles, the Bylaws, the provisions of the Companies Act and by any resolution of the Association in Association Meetings.
47. In particular, and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Council shall have the following powers:

- (a)** to cause to be made, established, maintained, printed and published a register or registers of persons qualified in its opinion to practice dietetics or any branch thereof, or to recognise the register or registers maintained by the Health and Care Professions Council or any other appropriate body and containing the names of persons so qualified;
- (b)** to make and alter such conditions as it may think fit with regard to the entry of the names of persons on such register or registers, or the submission of such names to the body maintaining the register, and to charge and obtain fees and subscriptions for registration thereon or continuance on such register or registers or in connection with any application for registration;
- (c)** to assess and if thought fit approve the standard of the tuition, training, courses, curricula and examinations of and the degrees, diplomas, certificates and other qualifications granted by any body for any branch of dietetics for the purpose of qualifying dietitians for registration on the register or registers or for the purpose of further qualification in any branch of dietetics and to admit any such body to recognition as a recognised qualifying body and to continue such recognition and to make and alter such conditions as it may think fit with regard to such admission, continuance, refusal or withdrawal, and to charge and obtain fees or other payments in connection therewith and in connection with any application for admission;
- (d)** from time to time to define and vary the responsibilities and powers of the Council Directors;
- (e)** to engage or employ such persons to perform such duties as employees, consultants or advisers as the Council may in its discretion from time to time determine upon terms which it considers proper;
- (f)** to appoint any person or persons or corporate bodies to accept and hold in trust for the Association any property belonging to the Association 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 (not being a Council Director);
- (g)** to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or any of the Council Directors or employees of the Association or otherwise concerning the affairs of the Association;

- (h)** to make arrangements with all or any of the members, student members, affiliates and associate members for collection by the Association of the fees or other monies payable by them in respect of registration in the register or registers, such fees or other monies being duly handed over by the Association to the body maintaining the register;
- (i)** to set up, either jointly with such persons or corporate or unincorporated bodies or otherwise as the Council may think fit, advisory committees for the purpose of advising the Council on such matters as the Council shall think fit;
- (j)** to empower the Trade Union to set out their rules in a handbook subject to the terms of these Articles;
- (k)** from time to time to make such Bylaws, regulations or standing orders as it thinks fit for regulating the administration of the Association and Branches and Specialist Groups of members of the Association, subject to the approval by the Association in Association Meetings, and (subject to such approval) from time to time to add to, modify, repeal or vary such Bylaws. All Bylaws so made and for the time being in force shall be binding on the members, student members, affiliates, associate members and honorary associates of the Association and shall have full effect accordingly:

 - (i)** as to the persons and classes of persons eligible for membership of the Association or to be admitted as student members, affiliates, associate members or honorary associates of the Association;
 - (ii)** as to the conditions on which and the manner in which persons shall be admitted to membership or as student members, affiliates, associate members or honorary associates of the Association;
 - (iii)** as to the subscriptions, fees or other payments to be payable by members, student members, affiliates and associate members;
 - (iv)** as to the rights and privileges which shall be accorded to and the qualifications, restrictions and conditions which shall be attached to members, student members, affiliates, associate members and honorary associates;
 - (v)** as to the manner in which membership or the status of a student member, affiliate, associate member or honorary associate may be suspended or terminated;

- (vi) as to conditions governing admission to the register or registers and continuance thereon and as to the removal of any person therefrom;
- (vii) as to the fees or subscriptions to be charged to members, student members, affiliates, associate members and honorary associates or for registration or continuance on the register or registers or for the submission of names to the body maintaining the register or registers or in connection with any application for admission;
- (viii) as to the conditions governing the admission of recognised qualifying bodies to recognition as such and the continuance of such recognition and the fees and other payments in connection therewith and with any application for admission;
- (ix) as to Branches, their geographical boundaries and regulations affecting them;
- (x) as to Specialist Groups and the regulations affecting them;
- (xi) as to the calling of and procedures related to Association Meetings, ballots, elections, and meetings of the Council and committees thereof; and
- (xii) as to all such other matters as the Council may think fit: provided that:

(l) no Bylaw shall:

- (i) contravene any of the provisions of the Articles, the Companies Act or the Memorandum of Association of the Association; and
- (ii) no Bylaw shall be made or, if made, have any validity or effect which would amount to or involve such an addition to or alteration of the Articles as could only legally be made by Special Resolution.

PROCEEDINGS OF THE COUNCIL

48. The Council shall meet together, adjourn and regulate its meetings as it thinks fit. A Council Director may, at any time summon a meeting of the Council.

49. The quorum necessary for the transaction of the business of the Council may be fixed by the Council, and unless so fixed the quorum shall be four.
50. The Members for the time being of the Council may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the quorum of Council Director the Members for the time being may act for the purpose of filling vacancies in the Council or of summoning an Association Meeting, but for no other purpose.
51. The Chair of the Association (if any) or, in their absence, the Chair Designate (if any), or in their absence the Vice Chair (if any), shall be chair of meetings of the Council. If neither the Chair, Chair Designate nor the Vice Chair is present within five minutes after the time appointed for holding the meeting and willing to act, the Council Director present may choose one of their number to chair the meeting.
52. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chair of the meeting shall have a second or casting vote. Proxy votes shall not be accepted at meetings of the Council.
53. The Council may from time to time establish such committees as it thinks fit for the better administration of the Association and make and vary Bylaws to govern the terms of reference, composition and proceedings of committees. All committees shall fully report their acts and proceedings to the Council as soon as is reasonably practicable.
54. The Council shall cause proper minutes to be made of the proceedings of all meetings of the Association, 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 following meeting, shall be sufficient evidence without any further proof of the facts stated in the minutes. A copy of the unconfirmed minutes of every meeting of the Council and of every committee shall be issued to each member thereof as soon as reasonably practicable after the meeting.
55. All acts bona fide done by the Council or a committee of the Council or by any person acting as a Council Director or a member of a committee shall, despite the later discovery that there was some defect in the appointment of any Council Director or of any member of a committee, or that they were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council Director or a member of such committee.
56. A resolution in writing of the Council signed by all the Council Director or a resolution in writing of a committee of the Council signed by all the members of the committee entitled to vote shall be as valid and effective as if it had been passed at a duly convened and constituted meeting of the Council or of the committee respectively. The resolution may consist of several documents

bearing the identical resolution each signed by one or more Council Director or members of the committee, as the case may be, and shall be treated as passed on the date of the last signature.

POSTAL BALLOT

57. The Association at an Association Meeting may resolve to hold a postal ballot on any matter and the Council may determine to hold a postal ballot on any matter which in its opinion is of serious moment to the Association. The result of a postal ballot, which shall be conducted in accordance with prescribed procedures, shall be deemed in the case of a ballot conducted following a resolution under Article 29 to be the resolution of the Association Meeting at which a decision was taken to hold the postal ballot. In particular, but without prejudice to the generality of this Article, a postal ballot may be held to amend the Articles and to obtain the views of all members of the Association on matters of importance to the Association.

BRANCHES AND SPECIALIST GROUPS

58. There may be formed separate bodies of members styled Branches and Specialist Groups.
59. Branches shall have prescribed geographical boundaries and each Branch shall comprise such members, student members, affiliates, associate members and honorary associates of the Association residing or working within its boundaries as elect to become members of it.
60. Specialist Groups shall each have an interest in a separate specialism within the field of dietetics. Each Specialist Group shall have its own criteria of membership and shall comprise such members, student members, affiliates, associate members and honorary associates of the Association as the Specialist Group admits to membership of it.
61. The Council shall from time to time make such Bylaws as it thinks fit to govern the establishment, administration and activities of Branches and Specialist Groups and such reports as they may be required to make to the Association.
62. No Branch or Specialist Group shall be established without the approval of its constitution by the Council, nor shall any amendment be made to such constitution without the prior approval of the Council. The Council may at any time require a Branch or Specialist Group to amend its constitution, to modify any aspect of its administration and activities or to be dissolved.

SEAL

- 63.** The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of a Council Director and of the company secretary or such other person as the Council may appoint for the purpose, and that Council Director and the company secretary or other person aforesaid shall sign every instrument to which the seal of the Association is so affixed in their presence.

ACCOUNTS

- 64.** The Council shall comply with the requirements of the Companies Act as to keeping financial records, the audit of accounts and the preparation and transmission to the registrar of companies of annual reports, annual returns and annual statements of account.
- 65.** The accounting records of the Association shall be kept at the Association's Office or, subject to compliance with the Companies Act, at such other place or places as the Council shall think fit and shall be open to the inspection of Council Director and, with the consent of the Council, other members of the Association.

AUDITORS

- 66.** The Association shall at each Annual General Meeting appoint auditors to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting, provided that they are eligible for appointment pursuant to the Companies Act.
- 67.** Auditors may be removed at any Association Meeting of the Association, notwithstanding anything in any agreement between the Association and the auditors. Any vacancy may be filled by the Association in an Association Meeting or by the Council.
- 68.** Auditors who have been duly appointed may be re-appointed at the next Annual General Meeting of the Association unless:
- (a)** a resolution has been passed at an Association Meeting appointing other auditors in their stead or providing expressly that they shall not be re-appointed; or
 - (b)** they have given notice to the Association in writing of unwillingness to be re-appointed; or
 - (c)** they are ineligible for re-appointment; or
 - (d)** they have ceased to act as auditors by reason of incapacity.

69. The auditors are entitled to attend any Association Meeting of the Association and to receive all notices of and other communications relating to any Association Meeting which a member is entitled to receive and to be heard at any Association Meeting which they attend on any part of the business of the meeting which concerns them as auditors.
70. The remuneration of the auditors shall be fixed by the Council unless the Association at an Association Meeting decides otherwise.
71. The Association's auditors shall have such rights and duties, including the making of an annual report, as are provided by the Companies Act.

INDEMNITY

72. Subject to the provisions of the Companies Act every Council Director, employee or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by them or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are or she is acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

NOTICES

73. All references herein to the address of a member shall be to the last address supplied by them to the Association.
74. Any notice referred to in the Articles as being required to be given to any member shall be properly served by:
 - (a) delivering it by hand either to the addressee personally or to their address or by sending it by post, addressed to them at their address;
 - (b) it being published in or posted as an insert with a newsletter or similar publication of the Association, a copy of that issue being sent to the member in accordance with the foregoing provisions of this Article; or
 - (c) shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.
75. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that

a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

76. 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 business transacted at any meeting.
77. The Association may publish any additional information for its Members by way of electronic communications.

DISSOLUTION

78. The provisions of Paragraph 9 of the Memorandum of Association relating to the dissolution of the Association shall have effect and be observed as if the same were repeated in the Articles.