

**THE COMPANIES ACT 2006
SPECIAL RESOLUTION**

Federation of (Ophthalmic & Dispensing) Opticians

Company Limited by Guarantee, Company Number 00368950

ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

At a general meeting of the members of the above named company, duly convened and held at the registered office, 199 Gloucester Terrace, London W2 6LD on 14th May 2019 at 12.00 noon

The following Special Resolution was duly passed:

That the existing memorandum and articles of association in their entirety be removed and substituted for the new articles of association attached to this resolution.

DATED: 14th May 2019

SIGNED:



Chairman

TUESDAY



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01/10/2019

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COMPANIES HOUSE

Company Limited by Guarantee and Not Having a Share Capital

Company number: 00368950

**ARTICLES OF ASSOCIATION
OF
THE FEDERATION OF (OPHTHALMIC AND DISPENSING)
OPTICIANS**

Incorporated as the Federation of Ophthalmic and Dispensing Opticians on 26
August 1941

Articles of Association adopted by Special Resolution on 27 November
1998

Articles of Association revised and updated by Special Resolution on 16
May 2001

Memorandum and Articles of Association revised and updated by
Special Resolution on 8 November 2011

Articles of Association revised and updated by
Special Resolution on 15 May 2014

Articles of Association revised and updated by
Special Resolution on 18 May 2017

Articles of Association revised and updated by
Special Resolution on 14 May 2019

ARTICLES OF ASSOCIATION

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PART 1

INTERPRETATION

1. The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

PART 2

PURPOSE OF THE FEDERATION

2. The Federation is established
 - to be the national representative body for eye and hearing care providers
 - to carry out all necessary functions to support, promote, advance and protect the character, status, roles and interests of eye and hearing care providers
 - to work with other organisations for the benefit of members, patients and in the public interest.

PART 3

LIMITATION OF LIABILITY AND PROPERTY

Liability of Members

3. The liability of each member is limited to £10, being the amount that each member undertakes to contribute to the assets of the Federation in the event of its being wound up while he or she is a member or within one year after he or she ceases to be a member, for -
 - (a) payment of the Federation's debts and liabilities contracted before he or she ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

Property and Assets

4. (1) The income and property of the Federation shall be applied solely towards the aims and objectives of the Federation as set out in these articles.
- (2) The Federation is a "not for profit" organisation. No portion of the property and income of the Federation shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by profit to the members of the Federation.
- (3) Notwithstanding the provisions in paragraphs 4(1) and 4(2), nothing in these articles shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer, contractor with or employee of the Federation, or to any member of the Federation for services properly rendered to the Federation nor prevent the payment of interest at a rate not exceeding four per cent above the base lending rate of the clearing bank, with which the Federation banks, on money lent or premises demised or let by any member of the Federation by agreement with the Board of Directors.

PART 4

BOARD OF DIRECTORS

Board of Directors

5. The Federation will be directed by a Board of Directors which will include:
- (a) the non-executive director elected to be chairman at a general meeting in accordance with article 6;
 - (b) no fewer than six and no more than twelve non-executive directors elected from amongst the membership at a general meeting;
 - (c) no more than three additional persons, who need not be members, appointed by the Board of Directors;
 - (d) the chief officer of the Federation; and
 - (e) no more than three additional executive officers of the Federation appointed by the Board of Directors.

Chairman of the Federation

6. (1) The chairman of the Federation will be elected by members and from amongst the members at a general meeting of the Federation.
- (2) The chairman's period of office will be up to three years.

- (3) A chairman may be elected to more than one term of office up to a maximum of six consecutive years.
- (4) A chairman may only be elected to a further period of office in exceptional circumstance (and then for only one year at a time) by special resolution at a general meeting of the Federation.
- (5) The Chairman shall be entitled to such remuneration (including no remuneration) as the Board of Directors may from time to time judge fit.

ELECTION, APPOINTMENT AND REMUNERATION OF DIRECTORS, OFFICERS AND OTHER SENIOR APPOINTMENTS

Methods of electing and appointing members of the Board of Directors

- 7. (1) Members of the Board of Directors appointed in accordance with article 5(b) shall be elected from amongst:
 - (a) the nominated representatives of members which are businesses or companies (incorporated under the Companies Act 2006 or non-UK equivalent), co-operative societies, friendly societies, universities or other higher or further education institutions, social enterprises, registered charities, limited liability partnerships, other partnerships or organisations agreed by the Board of Directors under articles 28(3) and 33(1)
 - (b) sole trader and individual members; or
 - (c) classes of members as the Board of Directors may from time to time determine.
- (2) Any person who is willing to act as a member of the Board of Directors, and who is eligible by virtue of paragraph 7(1), may be elected a director by ordinary resolution at a general meeting of the Federation.

Rotation of Directors

- 8. (1) At a general meeting to be held every year, one third of directors elected under article 5(b) or appointed directors under article 5(c) will retire by rotation in order of seniority of election or appointment as the case may be.
- (2) A retiring director elected under article 5(b) or appointed under article 5(c) shall retain his or her office until the end of that meeting.
- (3) The duty of retirement by rotation will not apply to a sitting chairman, vice-chairman or honorary treasurer.

- (4) A director retiring by rotation shall be eligible for re-election or reappointment by the Board of Directors as the case may be.

Termination of Director's appointment

9. (1) A person ceases to be a director as soon as:

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Federation stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the Federation from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least five directors will remain in office when such resignation has taken effect);
- (g) in the case of directors elected in accordance with Article 5(a) or 5(b) that person ceases to be a member or a nominated representative of a member;
- (h) he or she fails to attend three consecutive meetings of the Board of Directors and the Board of Directors resolve that he or she be removed for this reason;
- (i) at a general meeting of the Federation, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her view and considered the matter in light of such views;
- (j) at a meeting of the Board of Directors at which at least half of the directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Board of Directors.

Directors' remuneration

10. (1) Directors may undertake any services for the Federation that the Board of Directors decides.
- (2) Directors are entitled to such remuneration (including no remuneration) as the Board of Directors may determine from time to time and in particular cases:
- (a) for their services to the Federation as directors; and
 - (b) for any other service which they undertake for the Federation.
- (3) Subject to these articles, a director's remuneration may:
- (a) take any form; and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director;
- unless the Board of Directors decides otherwise, directors' remuneration accrues from day to day.
- (4) Unless the Board of Directors decides otherwise, directors are not accountable to the Federation for any remuneration which they receive as directors or other officers or employees of the Federation's subsidiaries or of any other body corporate in which the Federation is interested.

Directors' expenses

11. The Federation may pay any reasonable expenses which the directors properly incur:
- (a) in connection with their attendance at meetings of the Board of Directors, committees of Directors or at general meetings; or
 - (b) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Federation.

Officers of the Federation

12. The Board of Directors may appoint to and remove from office such of its number elected under article 5(b) or appointed under article 5(c) to perform the offices of Vice Chairman, Honorary Treasurer or such other offices, as it thinks fit to deliver the purposes of the Federation.

President and Vice Presidents

13. (1) The Board of Directors shall have the power:

(a) to appoint a President and Vice President or Vice Presidents of the Federation (who need not be either members, representatives of members, or directors of the Federation) for a term of office not exceeding two years;

(b) and at such levels of remuneration and expenses as it judges fit.

(2) The President and Vice President or Vice Presidents shall be eligible for reappointment.

(3) The President and Vice President or Vice Presidents (if not a member) shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Federation, and shall also have the right to receive accounts of the Federation when available to members. For the avoidance of doubt they shall not be entitled to attend meetings of the Board of Directors unless they are also a director.

POWERS OF THE BOARD OF DIRECTORS

Board of Directors general authority

14. (1) Subject to these articles, the Board of Directors is responsible for the management of the Federation's business, for which purpose it may exercise all the powers of the Federation to increase and further by every legitimate means the influence, status, roles and interests of the members including powers to:

(a) borrow, raise and invest funds;

(b) acquire, hold, sell, let, mortgage or dispose of property and assets;

(c) undertake and execute any trusts;

(d) act as trustee of insurance fund or funds;

(e) establish, administer and contribute to any charitable funds;

(f) subscribe or contribute to any other federation or association;

(g) enter into formal or informal working partnerships with any other association, other federation or charity;

(h) appoint any person or persons to act as trustees for the Federation of any properties belonging to the Federation or in which it is interested, or for any other purpose, and may carry out any appropriate function in relation to any such trust;

(i) recruit and employ such staff and consultant advisers as they deem necessary; and

(j) carry out any other function properly decided upon by the Board of Directors in furtherance of the purpose and aims of the Federation.

Members' reserve power

15. (1) The members may, by special resolution, direct the Board of Directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the Board of Directors has done before the passing of the resolution.

Board of Directors powers of delegation

16. (1) Subject to these articles, the Board of Directors may delegate any of the powers which are conferred on it under these articles:

(a) to such person or committee (including joint committees with other organisations);

(b) by such means (including by power of attorney);

(c) to such an extent;

(d) in relation to such matters or territories; and

(e) on such terms and conditions

as it deems appropriate.

(2) If the Board of Directors so specifies, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

(3) The Board of Directors may revoke any delegation in whole or part, or alter its terms and conditions at any time.

Committees

17. (1) Committees to which the Board of Directors delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these articles which govern the taking of decisions by the Board of Directors.

(2) The Board of Directors may make rules of procedure for all or any committees, which prevail over rules derived from these articles if they are not consistent with them.

DECISION-MAKING BY THE BOARD OF DIRECTORS

Board of Directors to take decisions collectively

18. (1) The general rule about decision-making by Board of Directors is that any decision of the Board of Directors must be either a majority decision at a Board of Directors meeting or a decision taken in accordance with article 19.

Board of Directors Decisions

19. (1) A decision of the Board of Directors is taken in accordance with this article when a majority of the directors indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by a majority of each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) A written resolution signed by majority of the directors shall be as valid and effectual as if it has been passed at a duly constituted meeting of the Board of Directors.
- (4) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a properly constituted Board of Directors meeting.
- (5) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.
- (6) A bona fide decision of the Board of Directors (or Committee of the Board of Directors) shall be valid even if it is subsequently discovered that there was some defect in the appointment or eligibility of a director and that decision shall stand as if there had been no defect in the appointment or eligibility of that director (unless such defect – or defects – applies to sufficient of the directors to call into question the legitimacy of a quorum of the Board of Directors).

Calling a Board of Directors meeting

20. (1) Any director may call a Board of Directors meeting by giving notice of the meeting to the directors or by authorising the Federation secretary (if any) or chief officer to give such notice.
- (2) A Board of Director's meeting must be called by at least seven clear days' notice unless either:
- (a) all the Directors agree; or

(b) urgent circumstances require.

(3) Notice of a Board of Directors meeting must indicate:

(a) its proposed date and time;

(b) where it is to take place; and

(c) in-person or by other means such as tele- or video-conferencing

(4) Notice of a Board of Directors meeting must be given to each director, but need not be in writing.

(5) Notice of a Board of Directors meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the chief officer not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in Board of Directors meetings

21. (1) Subject to these articles, directors participate in a Board of Directors meeting or part of a Board of Directors meeting, when the meeting has been called and takes place in accordance with these articles, and they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(2) In determining whether directors are participating in a Board of Directors meeting, it is irrelevant where any director is or how they communicate with each other.

(3) If all the directors participating in a Board of Directors meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for Board of Directors meetings

22. (1) At a Board of Directors meeting, unless a quorum is participating, no proposal is to be agreed or voted on, except a proposal to call another meeting.

(2) The quorum for Board of Directors meetings may be fixed from time to time by a decision of the Board of Directors, but it must never be fewer than five non-executive directors, whether or not this includes the chairman.

(3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than to appoint further directors or to call a general meeting so as to enable the members to appoint further directors.

Chairing Board of Directors meetings

23. (1) The chairman will chair the meeting (unless he or she decides otherwise for the purposes of a particular meeting, part of a meeting or agenda item).
- (2) If the chairman is not participating in a Board of Directors meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

Casting vote

24. (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.

Conflicts of interest

Declaration of interests

25. (1) Unless article 25(2) applies, a director must declare the nature and extent of any direct or indirect interest which he or she has:
- (a) in a proposed transaction or arrangement with the Federation; or
 - (b) which conflicts or may conflict with the interests of the Federation.
- (2) There is no need to declare any interest:
- (a) of which the other directors are, or ought reasonably to be, already aware; or
 - (b) if or to the extent it concerns terms of his or her service contract which are to be considered by a meeting of the Board of Directors or a sub-committee of the Board of Directors.

Participation in decision making

- (3) Notwithstanding that a proposed decision of the Board of Directors concerns or relates to any matter in which a director has, or may have, directly or indirectly, any kind of interest whatsoever, that a director may remain in the meeting and participate in the decision-making process for both quorum and voting purposes unless:
- (a) the decision could result in a director receiving a financial benefit not available to all the other directors;
 - (b) the decision could result in a member with whom a director is connected receiving a benefit not available to all the other members within the same category of membership;

(c) the decision relates to a complaint or disciplinary issue involving a member with whom the director is connected; or

(d) a majority of the other directors participating in the decision-making process decide to the contrary.

in which case he or she has no vote on the matter and must withdraw during the vote and not be counted in the quorum for that part of the decision making.

Continuing duties to the Federation

(4) Where a director has a conflict of interest and the director has complied with his or her obligations under these Articles in respect of that conflict:

(a) the director shall not be in breach of his or her duties to the Federation by withholding confidential information from the Federation if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

(b) the director shall not be accountable to the Federation for any benefit which he or she or any person connected with him or her derives from any matter or from any office, employment or position.

Records of decisions

26. The Board of Directors must ensure that the Federation keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the Board of Directors and of the directors present for or participating in that decision.

Board of Directors discretion to make further rules

27. (1) The Board of Directors may from time to time make, repeal or alter such rules as they think fit as to the management of the Federation and its affairs. The rules shall be binding on all members of the Federation. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

(2) The rules may regulate the following matters but are not restricted to them:

(a) the duties of any officers or employees of the Federation;

(b) subject to article 58 the admission of members of the Federation and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;

(c) the conduct of members of the Federation and in relation to one another, and to the Federation's employees and volunteers;

(d) the conduct of business of the Board of Directors or any committee (including, without limitation, how the Board of Directors make decisions and how such rules are to be recorded or communicated to the Board of Directors;

(e) the procedure at general meetings;

(f) any of the matters or things within the powers or under the control of the Board of Directors; and

(g) generally, all such matters as are commonly the subject matter of company rules.

(3) The Federation in general meeting has the power to alter, add to or repeal the rules.

PART 5

MEMBERS

Membership

28. (1) On adoption of these articles, the members of the Federation shall be those members listed in the Federation's register of members as at the date of adoption.

(2) The Board of Directors may admit such other persons to membership in accordance with these articles.

(3) Subject to (4) and (5) below and article 33, membership of the Federation shall be open to any business or company (incorporated under the Companies Act 2006 or non-UK equivalent), co-operative society, friendly society, university or other higher or further education institution, social enterprise, registered charity, limited liability partnership, other Partnership, sole trader, individual or other organisation or classes of organisation as may be agreed by the Board of Directors from time to time, including in respect of particular applications under article 33(1), which or who:

(a) provides or plans to provide sight testing, vision correction, eye care, ophthalmology, hearing or audiology and related services (whether or not as the main part of their activity) in the UK, Channel Islands, Isle of Mann or the Republic of Ireland; and

(b) meets such additional criteria as the Board of Directors may from time to time prescribe as requirements of membership; and

(c) meets such further criteria as the Board of Directors may prescribe in respect of particular applications under article 33(1).

4) There is no obligation on the Board of Directors to accept persons fulfilling the criteria at paragraph (3)(b) above as members.

(5) The Board of Directors may at any time and for any period set limits on the numbers of members which may be admitted to any given type or category of membership and such numbers may be zero.

Associate Membership

29. (1) Associate Membership of the Federation shall be open to partner organisations, companies or persons, whose objectives and ethics are compatible with those of the Federation, or who are ex-members of the Federation, and shall be offered at the discretion of the Board of Directors (including in respect of the duration of that Associate Member's membership).

Life Membership

30. (1) (a) Life membership of the Federation shall be awarded by the Board of Directors to long-standing or exceptional members who have, in the judgment of the Board of Directors, rendered exceptional or notable service to the Federation or the wider eye health and or hearing sectors.

(b) Any Federation member may nominate another Federation member for life Membership, and the Board of Directors under these articles is obliged to consider that nomination in a timely fashion.

Honorary Membership

31. (1) (a) Honorary membership of the Federation shall be awarded by the Board of Directors to persons who have, in the judgment of the Board of Directors, rendered exceptional or notable service to Federation, or the wider optical, hearing, health, social care or related charitable sectors.

(b) Honorary membership is without limit of time and may be reviewed and amended by the Board of Directors from time to time.

Privileges of Associate, Life and Honorary Members

32. (1) Associate, life and honorary members shall be entitled to receive notice of and to attend general meetings of the Federation but they shall not be members for the purposes of the Companies Acts shall not otherwise be entitled to any of the rights or privileges of, nor shall they be subject to any of the liabilities of, membership of the Federation.

Applications for Membership

33. (1) Subject to (2) and other than at (3) below, members of the Federation shall have completed and submitted an application for membership in a form specified by the Federation.

(2) An application by one or more directors, partners or officers of a business or company (incorporated under the Companies Act 2006 or non-UK equivalent), co-operative society, friendly society, university or other higher or further education institution, social enterprise, registered charity, limited liability partnership, other partnership or organisation agreed by the Board of Directors as at article 28(3) and 33(1), shall commit his or her current and future fellow directors, partners and officers to membership of the Federation until such time as membership is terminated or suspended in accordance with articles 35, 36, or 37.

(3) Other categories of membership may be created at the discretion of the Board of Directors.

List of Members

34. (1) The chief officer of the Federation shall ensure that a list of members of the Federation is kept at the Federation's main offices. This shall include members' contact details and the dates when they became or ceased to be members.

(2) Members of the Federation who change contact address or other details, who are aware of factors which might affect their eligibility for membership, shall inform the chief officer without delay.

Challenges to Membership

35. (1) Where three or more members believe that there is reason to suppose that a member has been guilty of any act or conduct or breach of these articles which, in the absence of satisfactory explanation, would render that member unfit or ineligible to be a member of the Federation, they shall notify the chief officer in writing.

(2) The chief officer shall then notify the member of the act or conduct or breach imputed to that member and invite a response.

(3) The chief officer shall arrange for the Board of Directors to consider the matter and the member's response, giving at least 21 days' notice to the member to enable him or her to attend that meeting and be heard.

(4) The Board of Directors will decide whether any action is required including termination or suspension of the membership of the member in accordance with these articles or any rule or regulation prescribed by the Board of Directors.

Termination of Membership

36. (1) Membership is not transferable.

(2) A member shall cease to be a member:

- (a) if the member dies or ceases to exist;
- (b) if the member, being an individual, has a bankruptcy order made against him or her, or has an order made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
- (c) if the member goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;
- (d) on the expiry of at least seven clear days' notice given by the member to the Federation of his, her or its intention to withdraw;
- (e) if the member fails to pay sums due to the Federation in accordance with article 58 (2) (d).

37. (1) A member's membership may be terminated by the Board of Directors on grounds of incompatibility with and/or non-compliance with the objectives of the Federation and/or the additional published criteria for membership.
- (2) Termination under this Article 37 will normally take place following at least one calendar month's notice with the exception of immediate termination under paragraph (3) below or article 58(2)(d).
- (3) In exceptional circumstances the Board of Directors may decide that it is in the Federation's interest to terminate a member's membership immediately and without notice.
- (4) Where membership is terminated and the member has obtained insurance from the Federation, the insurance will continue unchanged until the expiry of the period for which payment has been made.

Temporary Suspension from Membership

38. (1) The Board of Directors may, at its discretion, temporarily suspend a member of any category from membership on grounds of incompatibility with and/or non-compliance with the objectives of the Federation and/or the additional published criteria for membership, or for non-payment of subscriptions.
- (2) This includes the right of the Board of Directors to suspend the member from the rights and privileges of membership with the exception of any insurance covers organized by the Federation for its members.
- (3) The period of suspension will be determined by the Board of Directors to give the member time to rectify the situation and may be extended for a period to be decided by the Board of Directors at the end of which the Board of

Directors must decide definitively on the future of the member's membership of the Federation.

Rights of Appeal

39. (1) Decisions about applications for membership by the Board of Directors are final and there is no right of appeal.
40. (1) (a) A member who has been notified in writing that their membership is to be or has been terminated or suspended, or that their probation period has or may be extended, may appeal and make representations in writing to the chief officer within one calendar month of the notification.
- (b) The chief officer will notify the Board of Directors as soon as possible and the Board of Directors will appoint a panel of at least three persons from amongst themselves or from elsewhere to consider the facts of the appeal and make recommendations to the Board of Directors within two calendar months of the date of appeal.
- (c) Decisions on appeals under these articles by the Board of Directors are final and there is no further right of appeal.

Communicating Membership Decisions

41. (1) Decisions by the Board of Directors in respect of membership will be notified to the parties concerned in writing.
- (2) When a member's membership or probationary period is to be or has been terminated, suspended or extended, the Board of Directors will notify the member in writing, with reasons, at least one month before the change in status is due to come into effect. Unless termination is immediate in accordance with article 36.

Members' Representatives

42. (1) Any members which are businesses or companies (incorporated under the Companies Act 2006 or non-UK equivalent), co-operative societies, friendly societies, universities or other higher or further education institutions, social enterprises, registered charities, limited liability partnerships, other partnerships or organisations agreed by the Board of Directors under articles 28(3) and 33(1), may nominate a director, partner or employee of their business to be their representative including attending and voting at Federation meetings, and being an elected or appointed Director of the Federation, on their behalf.
- (2) In such cases other directors, partners or members of the governing body of that member shall be entitled to attend and participate in meetings of the Federation but not vote subject to any limits the Board of Directors may impose to ensure the proper functioning of a general meeting.

ORGANISATION OF GENERAL MEETINGS

General meetings

43. (1) Each year the Board of Directors shall hold at least one general meeting of members.

Notice of general meetings

44. (1) (a) The Board of Directors shall give at least twenty one calendar days' notice to members of a general meeting.
- (b) The notice shall specify the place, date and time of the meeting and the nature of the business to be conducted.
- (c) The notice shall be communicated to members in accordance with article 61.
- (d) The accidental omission to give such notice to, or the non-receipt of such notice by any member, shall not invalidate the proceedings of or resolutions passed at the general meeting.
- (e) A general meeting may be convened with shorter notice than twenty one calendar days by consent in writing of members representing at least 90% of the total voting rights entitled to receive notice of a general meeting and in any manner they think fit.

Resolutions and special business

45. (1) A member wishing to bring before a general meeting a resolution on special or general business shall notify the chief officer or Federation secretary (if any) at least three working weeks in advance of the date of the relevant general meeting.
- (2) The new item of business shall be notified to members as soon as possible in accordance with article 62.
- (3) By agreement of the Board of Directors, this period of notice by members may be shortened or waived for specific items of business for specified reasons.

Attendance and speaking at general meetings

46. (1) Directors may attend and speak at general meetings, whether or not they are members.
- (2) A member is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the

meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(3) A member is able to exercise the right to vote at a general meeting when:

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

(4) The Board of Directors may make whatever arrangements they consider appropriate to enable members attending a general meeting to exercise their rights to speak or vote at it.

(5) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(6) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that, if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

(7) The chairman of the meeting may permit other persons who are not members of the Federation to attend and speak at a general meeting.

Quorum for general meetings

47. (1) (a) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

(b) A quorum for the purposes of this article shall be no fewer than fifteen members present in person or by proxy who have contributed between them at least 50 per cent of the subscription income of the Federation in each of the previous and current financial years.

Chairing general meetings

48. (1) The chairman shall chair general meetings if present and willing to do so.

(2) If the chairman has given notice that he or she is unable to be present, is unwilling to chair the meeting (eg on grounds of conflict of interest or ill health) or is not present within ten minutes of the time at which a meeting was due to start:

(a) the directors present; or

(b) (if no directors are present), the members present, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

(3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

Adjournment

49. (1) If the members attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

(2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

(a) the members present consents to an adjournment; or

(b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.

(3) The chairman of the meeting must adjourn a general meeting if directed to do so by the members present.

(4) When adjourning a general meeting, the chairman of the meeting must:

(a) either specify the time and place to which it is adjourned or state it is to continue at a time and place to be fixed by the Board of Directors, and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the members present.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Federation must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

(a) to the same persons to whom notice of the Federation's general meetings is required to be given; and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

Voting

50. (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (2) (a) Each member which is a business or company (incorporated under the Companies Act 2006 or non-UK equivalent), co-operative society, friendly society, university or other higher or further education institution, social enterprise, registered charity, limited liability partnership, other partnership, sole trader, individual, or organisation agreed by the Board of Directors as at article 28(3), shall count as one single member for the purposes of voting at a general meeting (although as many directors, partners and officers of any member may attend a general meeting as wish to do so subject to any limits the Board of Directors may impose to ensure the proper functioning of the general meeting)
- (b) Paragraph 2(a) applies except where the Board of Directors has determined that alternative arrangements shall apply in the interests of fairness and to reflect and be representative of the composition of the body of the membership (excluding associate, life and honorary members).
- (c) The result of a poll called in accordance with article 52 is only valid if the voting members who support the resolution have contributed between them over 50 per cent of the subscription income of the Federation in each of the previous and current financial years.

Errors and disputes

51. (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

Poll votes

52. (1) A poll on a resolution may be demanded:
- (a) in advance of the general meeting where it is to be put to the vote;
or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by:

(a) the chairman of the meeting;

(b) the directors;

(c) two or more members having the right to vote on the resolution; or

(d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

(3) A demand for a poll may be withdrawn if:

(a) the poll has not yet been taken, and

(b) the chairman of the meeting consents to its withdrawal.

(4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.

Content of proxy notices

53. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

(a) states the name and address of the member appointing the proxy;

(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board of Directors may determine; and

(d) is delivered to the Federation in accordance with these articles and any instructions contained in the notice of the general meeting to which they relate.

(2) The Federation may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(4) Unless a proxy notice indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 54.** (1) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Federation by or on behalf of that member.
- (2) An appointment under a proxy notice may be revoked by delivering to the Federation a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the member appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

Amendments to resolutions

- 55.** (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (a) notice of the proposed amendment is given to the Federation in writing by a member entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

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

Written resolutions

General

56. (1) Subject to this article a written resolution agreed by:

(a) members representing a simple majority; or

(b) (in the case of a special resolution) members representing not less than 75%;

of the total voting rights of eligible members shall be effective provided that voting members who support the resolution have contributed between them over 50 per cent of the subscription income of the Federation in each of the previous and current financial years.

(2) On a written resolution each member shall have one vote.

(3) A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.

(4) A members' resolution under the Companies Acts removing a director or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

(5) A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his, her or its agreement and the date by which the resolution must be passed if it is not to lapse.

(6) In relation to a resolution proposed as a written resolution of the Federation the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

(7) The required majority of eligible members must signify their agreement to the written resolution within the period of 56 days beginning with the circulation date.

(8) Communications in relation to written resolutions must be sent to the Federation's auditors in accordance with the Companies Acts.

Signifying agreement

(9) A member signifies his, her or its agreement to a proposed written resolution when the Federation receives from him, her or it (or from someone acting on his, her or its behalf) an authenticated document:

- (a) identifying the resolution to which it relates; and
- (b) indicating the member's agreement to the resolution.

(10) For the purposes of Article 56:

(a) a document sent or supplied in hard copy form is sufficiently authenticated if it is signed by the person sending or supplying it; and

(b) a document sent or supplied in electronic form is sufficiently authenticated if:

(i) the identity of the sender is confirmed in a manner specified by the Federation; or

(ii) where no such manner has been specified by the Federation, if the communication contains or is accompanied by a statement of the identity of the sender and the Federation has no reason to doubt the truth of that statement.

(11) If the Federation gives an electronic address in any document containing or accompanying a written resolution, it will be deemed to have agreed that any document or information relating to that resolution may be sent by electronic means to that address (subject to any conditions or limitations specified in the document).

PART 6

INSTRUCTION AND EXAMINATIONS

Courses, Examinations and Examiners

57. (1) The Board of Directors may from time to time as it judges fit:

(a) institute or conduct any classes or courses of instruction in connection with the business or professions of eye health or hearing, including but not limited to individual clinicians and public health professionals;

(b) prepare and publish rules to regulate examinations in respect of the above including fees to be paid by candidates and any other relevant matters;

(c) and rescind any previous rules and establish new rules in respect of the above.

2) In furtherance of this article the Board of Directors may from time to time appoint competent persons to be examiners to assist the Federation in any such examinations and at such remuneration and on such conditions as it judges fit.

PART 7

FEES, SUBSCRIPTIONS, FINANCIAL RECORDS, ACCOUNTS AND AUDIT

Fees and subscriptions

58. (1) The Board of Directors may impose upon new members such entrance fees as the Board of Directors may from time to time determine.

(2)(a) Members of the Federation shall pay such registration fees and/or subscriptions as the Board of Directors may propose following approval of these by the Federation at a general meeting;

(b) If any member fails to pay such fees and subscriptions within three months of their becoming due the Federation shall write to the member notifying him or her of this fact;

(c) The sum of such subscriptions and fees may be increased by interest as prescribed by the Late Payment of Commercial Debts Regulations or such other interest, plus such additional handling fees, as the Board of Directors may determine both in general and in particular cases;

(d) If the member fails to pay such sums due within twenty-eight days of the posting of the notice of overdue payment under sub-paragraph (b), the member will cease to be a member of the Federation.

Accounts and audit

59. (1) The Board of Directors shall ensure that proper accounts and records are kept of:

(a) the assets and liabilities of the Federation;

(b) receipts and expenditures by the Federation and the reasons for them; and

(c) all sales and purchase by the Federation.

(2) These shall be kept at the Federation's main offices and shall be available for inspection by any elected or appointed director, who is a member of the Federation, at any reasonable time during normal business hours.

- 60.** (1) The Board of Directors shall ensure that at least once a year these accounts and records are examined and their correctness and the correctness of the balance sheet ascertained by one or more qualified auditors appointed for that purpose each year at a general meeting.
- (2) The full accounts and auditor's report shall be available for inspection by a member of the Federation at the Federation's main offices at any reasonable time during normal business hours.

PART 8

ADMINISTRATIVE ARRANGEMENTS

Notices and means of communication

- 61.** (1) Subject to these articles, anything sent or supplied by or to the Federation under these articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Federation.
- (2) Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by the Board of Directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- (3) A director may agree with the Federation that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

No right to inspect accounts and other records

- 62.** Except as provided by law or authorised by the Board of Directors or an ordinary resolution of the Federation, no person is entitled to inspect any of the Federation's accounting or other records or documents merely by virtue of being a member.

Provision for employees on cessation of business

- 63.** The Board of Directors may decide to make provision for the benefit of persons employed or formerly employed by the Federation or any of its subsidiaries (other than a non-executive director or former non-executive director) connection with the cessation or transfer to any person of the whole or part of the undertaking of the Federation or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

64. (1) Subject to paragraph (2), a relevant director of the Federation or an associated enterprise may be indemnified out of the Federation's assets against:

(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Federation or associated enterprise;

(b) any liability incurred by that director in connection with the activities of the Federation or an associated enterprise in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), any other liability incurred by that director as an officer of the Federation or an associated enterprise.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article:

(a) enterprises are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

(b) a "relevant director" means any director or former director of the Federation or an associated enterprise.

Insurance

65. (1) The Board of Directors may decide to purchase and maintain insurance, at the expense of the Federation, for the benefit of any relevant director in respect of any relevant loss.

(2) In this article:

(a) a "relevant director" means any director or former director of the Federation or an associated enterprise;

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Federation, any associated enterprise, or any pension fund or employees' share scheme of the Federation or associated enterprise; and

(c) enterprises are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

Exclusion of model articles

- 66.** The relevant model articles for the company limited by guarantee are hereby expressly excluded.

Winding up

- 67.** (1) If upon the winding up or dissolution of the Federation there remains, after the settling of all debts and liabilities, any property or assets whatsoever, these shall not be paid or distributed among the members of the Federation but shall be given or transferred to some other institution or institutions having similar aims and objectives to the Federation, which shall inhibit the distribution of its income, property and assets to its members to the same extent as article 10 above, and which may be determined by the members at or before the time of dissolution.
- (2) If this is not possible, then such property and assets shall be disposed of to a charity or charities in the fields of eye health, eye care, clinical research or optical education.

Schedule Defined terms

In the articles, unless the context requires otherwise:

“these articles” means the Federation’s articles of association; “associate member” has the meaning set out in article 29;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“Board of Directors” has the meaning given in article 5;

“chairman” has the meaning given in article 6;

“chairman of the meeting” has the meaning given in article 48(3);

“chief officer” means the senior employee appointed to lead and manage the Federation;

“circulation date” in relation to a written resolution, has the meaning given to it in the Companies Acts;

“clear days” means in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“co-operative society” means a society established in accordance with the Co-operative Societies Act 1997 (as amended);

“community eye care provider” means any provider of eye health or eye care services to the general public or a given community, which includes including patients referred to them by another clinician, care worker or appropriate practitioner;

“connected” means any company, partnership or firm of which a director is a paid director, member, partner, or employee, or shareholder holding more than 1% of the capital;

“director” means a member of the Board of Director of the Federation, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“enterprise” means any registered company, partnership, joint venture or undertaking lawfully entered into by the Federation;

“executive officer” means an employee of the Federation who is not the chief operating officer;

“Federation” means the Federation of Ophthalmic and Dispensing Opticians;

“friendly society” means a society established under the Friendly Societies Act 1992;

“hard copy” or “hard copy form” have the meanings respectively given to them in the Companies Act 2006;

“honorary member” has the meaning set out in article 31; “life member” has the meaning set out in Article 30;

“member” has the meaning given in section 112 of the Companies Act 2006;

“Late Payment of Commercial Debts Regulations” means the most recent regulations made under the Late Payments of Commercial Debts (Interest) Act 1998 or successor legislation;

“not for profit” means operating as nearly as possible at cost or on a cost-recovery basis without generating significant operating surpluses;

“ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“participate”, in relation to a Board of Directors meeting, has the meaning given in article 21;

“proxy notice” has the meaning given in article 53;

“registered charity” means an institution established for charitable purposes and registered as such in England or Wales under the Charities Act 2006 or similar legislation in other jurisdictions;

“social enterprise” means a business with primarily social objectives whose surpluses are primarily reinvested for that purpose in the business or in the community and for social gain rather than for profit;

“special resolution” has the meaning given in section 283 of the Companies Act 2006;

“suspension” means suspension from the rights and privileges of membership (which may include participation in any insurance schemes);

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006; and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles have the same meaning as in the Companies Act 2006 and successor legislation.