



The COLLEGE
of PODIATRY

THE COLLEGE OF PODIATRY

Company number: 400709

ARTICLES OF ASSOCIATION

(as amended by special resolutions passed at the AGM held on
26 September 2020)



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**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
of
THE COLLEGE OF PODIATRY**

(as amended by Special Resolutions passed on 26 September 2020)

DEFINITIONS AND PRELIMINARY

1. Unless the context requires otherwise, the following terms and expressions shall have the meaning assigned to them:

- (a) "Articles" - the College's Articles of Association;
- (b) "Associate Member" - a person admitted as an Associate Member in accordance with these Articles;
- (c) "Branch" - a group of Fellows and Members residing in or practising in a defined area or district as Council shall determine;
- (d) "By-Laws" - the by-laws of the College which may be amended by Council at any time;
- (e) "Chiropodist" - a person registered as a Chiropodist/Podiatrist with the Health and Care Professions Council;
- (f) "College" - The College of Podiatry;
- (g) "Companies Acts" - the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the College including any modification or re-enactment for the time being in force;
- (h) "Council" - the Board of Directors of the College as constituted in accordance with these Articles;
- (i) "Fellow" - a person admitted as a Fellow of the College in accordance with these Articles;
- (j) "General Meeting" - a general meeting of the members of the College for the purposes of the Companies Acts;
- (k) "Member" - a person admitted as a Member of the College in accordance with these Articles;
- (l) "Members' Forum" - a forum to bring together the Branches and other groups of the College to be held in accordance with Article 91;
- (m) "Month" - a calendar month;
- (n) "Non-Voting Member" - a member without voting rights in accordance with these Articles;
- (o) "Objects" - the objects of the College as set out in Article 6;
- (p) "Past Chair" - the immediate past chairman of Council;
- (q) "Podiatrist" - a person registered as a Chiropodist/Podiatrist with the Health and Care Professions Council;
- (r) "Register" - the register maintained by the Health Professions Council pursuant to the Health Professions Order 2001 (as amended);

- (s) "Retired Member" - a person admitted as a Retired Member of the College in accordance with these Articles;
- (t) "Secretary" - the Company Secretary of the College appointed from time to time under Article 59;
- (u) "Student Member" - a person admitted as a Student Member of the College in accordance with these Articles; and
- (v) "Voting Member" - a Member or a Fellow of the College with voting rights in accordance with these Articles;

and words or expressions defined in the Companies Acts, shall have the same meanings in these Articles.

- 1.2 Words in singular shall be the plural and vice versa.
- 1.3 Words importing one gender shall include all genders.
- 1.4 The words "podiatrists" or "podiatry" and "chiropodists" or "chiropody" are deemed to be synonymous and where only one is included, the other will equally apply.
- 1.5 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006, excluding any statutory modifications not in force at the time of adoption of these Articles.

- 2. The name of the company is **"THE COLLEGE OF PODIATRY"** ("the College").
- 3. The College is established for the objects set out in its Articles of Association.
- 4. The registered office of the College will be situated in England.
- 5. The membership of the College is unlimited.

OBJECTS AND POWERS OF THE COLLEGE

- 6. The objects of the College are the promotion and regulation of the profession of podiatry and of all matters affecting podiatrists and anything incidental or conducive to those objects.
- 7. The College has the power to do anything that may further the Objects or that is conducive or incidental to doing so. In particular, the College has the following powers:
 - (a) to consider all matters affecting podiatrists, including the regulation of relations between them and employers or employers' associations;
 - (b) to promote a knowledge of podiatry;
 - (c) to promote and advertise the College's activities;
 - (d) to provide trade union and employment support to Members and be affiliated to the Trades Union Congress;
 - (e) to ensure by test or otherwise the competence of Members and Fellows;
 - (f) to award certificates;
 - (g) to provide or procure grants, rewards and other benefactions;

- (h) to support and protect the status, rights and interest of podiatrists, and to promote professionalism of and between Members;
- (i) to produce, print and publish anything in any media;
- (j) to form, acquire and to maintain, extend and improve a library;
- (k) to obtain parliamentary or other legal acknowledgement of the rights and status of podiatrists, to promote any Bill that recognises them, and to defend the same in such manner as may be considered necessary in the interests of podiatrists;
- (l) to accredit courses leading to the registration of podiatrists and podiatric surgeons;
- (m) to deliver lectures, demonstrations, exhibitions, public meetings, assemblies, classes and conferences to advance education in podiatry and matters connected to podiatry, whether general, professional or technical;
- (n) to settle disputes by arbitration or mediation and to act as or nominate arbitrators or mediators at such times and in such cases and on such terms as may seem expedient;
- (o) to undertake and execute any trusts which may seem to the College conducive to any of its Objects;
- (p) to deposit or invest funds in any investments, securities or properties;
- (q) to buy, take on lease, share, hire or otherwise acquire property of any sort;
- (r) to sell, lease or otherwise dispose of all or any part of the property belonging to the College;
- (s) to borrow, raise or secure the payment of money in such manner as may be thought fit and subject to such consents (if any) as may be required by law;
- (t) to acquire, merge with or to enter into partnership or joint venture arrangement with any other body or organisation formed for any of the Objects;
- (u) to make any donations in cash or assets or establish or support or aid in the establishment and support of any charitable association or body;
- (v) to lend money (with or without security) or guarantee money for any purposes in any way connected with the Objects;
- (w) to purchase or otherwise acquire plant and machinery including, without limitation, computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
- (x) to take and accept any gift of money, property or other assets whether subject to any special trust or not;
- (y) to open and operate bank accounts and other banking facilities;
- (z) to employ and pay any staff or persons as are necessary for carrying out the work of the College, subject to Article 8;
- (aa) to insure any risks arising from the College's activities;
- (bb) to obtain and arrange for any categories of members or other parties any types of insurance as determined by Council from time to time; and
- (cc) to do all such other lawful things as are incidental or conducive to the attainment of the Objects.

USE OF INCOME AND PROPERTY

8. The income and property of the College shall be used solely towards the promotion of the Objects and no portion thereof shall be paid or transferred directly or

indirectly by way of dividend, bonus, profit, or otherwise, to any member of the College or to any member of its Council with the exception that the College may make the following payments:

- (a) reasonable and proper remuneration to any member of the Council in return for any services rendered to the College as detailed within the By-Laws provided that:
 - (i) no remuneration shall be payable for the carrying out by a member of Council of his duties as a member of the Council including without limitation sitting on committees of Council or chairing the Council or such committees; and
 - (ii) the remuneration payable has in each case been approved by a majority of the Council (excluding the member of Council concerned);
- (b) reasonable and proper remuneration to any Member who is not a member of its Council in return for any services rendered to the College or where such Member is employed by the College;
- (c) reimbursement of out-of-pocket expenses at the rates authorised by the Council to any member of the Council incurred on College business;
- (d) indemnification of any such person in accordance with the provisions of these Articles and the payment of premiums in respect of any insurance policies benefiting such persons;
- (e) reasonable reimbursement for the costs of locum cover to any employer of the Chair of the College's Council, or to any professional practice of which they are a member;
- (f) interest at a rate not exceeding five per cent per annum on money lent by any member of the College; and
- (g) payments to any company of which a member of Council may be a member in return for services rendered to the College, provided their holding in the capital of the company is not more than one percent.

9. A member of Council wishing to be employed by the College must relinquish their position on Council prior to taking up such a position. Members of Council providing services to the College must do so in accordance with these Articles and the By-Laws.

LIMITED LIABILITY

10. The liability of the members is limited.

WINDING UP

11. Every Voting Member of the College undertakes that, if the College, is wound up while they are a Voting Member, or within one year after they cease to be a Voting Member, they will contribute a sum not exceeding £1 to the assets of the College for:-

- (a) payment of the debts and liabilities of the College contracted before they ceased to be a Voting Member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories amongst themselves.

12. If the College is wound-up or dissolved, and there remains any assets after all debts and liabilities have been met, the assets shall not be paid to or distributed among the members of the College, but shall be given or transferred to some other institution(s) having objects similar to the Objects of the College, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the College under Article 8, such institution(s) to be determined by the members of the College at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

CATEGORIES OF MEMBERSHIP

13. The members of the College for the purposes of the Companies Acts and who are entitled to vote at General Meetings shall consist of two categories:
- (a) Members
 - (b) Fellows.
14. Non-Voting Members shall not be members of the College for the purposes of the Companies Acts and shall not be entitled to vote at General Meetings. The category of membership constituting Non-Voting Members and as defined in the By-Laws are:
- (a) Student Member
 - (b) Associate Member
 - (c) Retired Member

ELIGIBILITY FOR ADMISSION AS A VOTING MEMBER

15. A person shall be eligible for admission as a Member if:
- (a) they are practising as or are about to practise as a Podiatrist;
 - (b) they have reached the age of 18 years; and
 - (c)
 - (i) they have successfully completed a degree or diploma course in Podiatry at a School of Podiatry recognised by Council, or have passed such other examination or examinations as Council may from time to time prescribe or approve; or
 - (ii) they hold a diploma in podiatry (or an equivalent discipline known by another name) within the meaning of European Communities Council Directive 89/48/EEC or any other Directives or Regulations which amend, substitute or re-enact Directive 89/48/EEC, and have complied with such other requirements as may be prescribed in accordance with such Directives; or
 - (iii) they hold a certificate or qualification to practise podiatry (or an equivalent discipline known by another name) issued by some authority situated outside the United Kingdom and recognised by Council, and have passed such further tests (if any) or have had such experience or practised in the United Kingdom as Council may prescribe generally and/or in the case of a particular person; or
 - (iv) they are practising outside the United Kingdom and satisfy the College that they would be registered in the Register as a Podiatrist if they were to apply for such registration.

16. A person shall be eligible for admission as a Fellow if:

- (a) they are already a Member of the College;
- (b) they have fulfilled the conditions laid down by Council in the By-Laws.

ELIGIBILITY FOR ADMISSION AS A NON-VOTING MEMBER

17. Council may provide for the admission of Non-Voting Members as defined by Article 14 in accordance with such By-Laws as Council may determine. Any person admitted as a Retired Member under this Article may not practise or to hold any financial or administrative position in a podiatry service.

PROCESS FOR ADMISSION TO MEMBERSHIP

18. Council shall determine the admission of both Voting Members and Non-Voting Members, subject to these Articles and to such admission procedures as Council may from time to time prescribe and as set out in the By-Laws.

RIGHTS OF VOTING MEMBERS

19. All Fellows and Members shall have the right to attend General Meetings and vote, and take part in the proceedings, together with such other rights, privileges and advantages provided by the College for those admitted as Fellows and/or Members (as applicable).

RIGHTS OF NON-VOTING MEMBERS

20. Council shall from time to time determine the rights, duties and liabilities of Non-Voting Members and detail these within the By-Laws, but which shall not in any circumstances include the right to vote at the General Meetings.

DESIGNATORY LETTERS

21. Council may permit Members and Fellows to use such designatory letters after their names as Council may decide from time to time.

SUBSCRIPTIONS

22. Voting and Non-Voting Members shall pay annual subscriptions as follows:
- (a) the first such subscription shall fall due on admission and each subsequent subscription shall fall due on the 1st day of January of each year unless authorisation is given for payment by instalments, in which case such instalments shall be payable on such dates as Council shall prescribe;
 - (b) the categories and the amounts of annual subscriptions shall from time to time be determined by Council; and
 - (c) Council may in its absolute discretion waive payment in whole or in part of annual subscriptions in any case where it considers it appropriate to do so.

CESSATION OF MEMBERSHIP

23. Admission as a Voting Member shall be personal and shall cease in the following circumstances:

- (a) death of the Voting Member in question;
 - (b) resignation by written notice to the College's registered office;
 - (c) if, following an investigation by a committee of Council established for that purpose, Council passes a resolution (having regard in particular to any evidence of a breach of any code of conduct published under the provisions of Article 65), terminating the membership of the Voting Member in question provided that if the Voting Member in question is a Fellow, Council may instead, approve that they cease membership as a Fellow but continue as a Member of the College;
 - (d) if the Voting Member in question's annual subscription is overdue for such period as decided by Council.
24. Admission as a Non-Voting Member shall be personal and shall cease in the following circumstances:
- (a) death of the Non-Voting Member in question;
 - (b) resignation by at least one month's written notice to the College's registered office;
 - (c) (in the case of a Student Member or Associate Member) admission as a Member; or
 - (d) in the case of a Student Member or Associate Member or Retired Member, in such circumstances as Council shall from time to time by resolution or in accordance with the By-Laws determine.
25. Any person who ceases from membership under any provision of these Articles, whether as a Voting or a Non-Voting Member, shall nevertheless be liable to pay and shall forthwith pay to the College all arrears (if any) of subscriptions or any other moneys due from him.
26. A Voting Member who ceases for any reason to be a Voting Member of the College shall not, after the date on which their Voting Membership ceased:
- (a) describe themselves as a Member or a Fellow of the College; or
 - (b) use any words or letters representing themselves to be a Member or a Fellow of the College.

RE-ADMISSION OF VOTING MEMBERS

27. A person who ceases to be a Voting Member of the College may be re-admitted by Council as a Member or Fellow (as applicable) subject to such requirements as Council may prescribe from time to time as being applicable for re-admission or relating to his professional conduct and practice since the date when he ceased to be a Voting Member.

HONORARY FELLOWS

28. Council may award an Honorary Fellowship to any distinguished member of any other society of podiatrists or any former member of the College or of the medical profession or any other person who has rendered eminent service to podiatry.

29. An Honorary Fellow:

- (a) shall not have any of the powers or privileges of, or be subject to the liabilities of, a Fellow or a Member;
- (b) shall cease to be an Honorary Fellow if a resolution of Council shall be passed to that effect; and
- (c) shall not be a member of the College or be entitled to receive notice of General Meetings.

30. Any persons who were "Honorary Members" of the College at the date of adoption of these Articles are deemed to be Honorary Fellows for the purposes of these Articles.

CALLING OF GENERAL MEETINGS

31. The College shall hold an Annual General Meeting in each calendar year (in addition to any other General Meetings) at a time and place (unless it is an electronic only meeting) determined by Council. Annual General Meetings shall be specified as such in the notices calling them.

32. General Meetings may be convened by:

- (a) Council, whenever it thinks fit,
- (b) Voting Members in accordance with the relevant provisions of the Companies Acts.

33. At least fourteen days' notice in writing of every General Meeting shall be given to all Voting Members (other than those who have not provided the College with an address within the United Kingdom, to whom this notice period does not apply) specifying the time and place of the meeting and the general nature of the business to be transacted. Notice of such a meeting must comply with sections 308 and 309 of the Companies Act 2006. The notice of every General Meeting will also include a statement informing the Voting Members of their right to appoint a proxy. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice thereof shall not invalidate the proceedings at that General Meeting.

34. For the purposes of this Article 34 the "Principal Place" shall be the General Meeting venue at which the Chairman is present. In the case of any General Meeting the Council may make arrangements for simultaneous attendance and participation in the meeting by Voting members, proxies and other attendees at places other than the Principal Place, irrespective of the fact that the Principal Place shall be specified in the notice of the meeting.

Such arrangements may include limits on the number of people who may attend at any of the venues, provided that the arrangements will allow any invited attendee who is excluded from one venue to attend at one of the other places. For the

purpose of all other provisions of these Articles, any such meeting shall be treated as being held and taking place at the Principal Place.

The Council may make such arrangements as it considers appropriate for the purposes of facilitating the organisation and administration of such a meeting. Such arrangements may involve the issue of tickets (on a basis intended to afford all persons entitled to attend the meeting an equal opportunity of being admitted to the Principal Place) or the imposition of some random means of selection. The entitlement of any person to attend a General Meeting at the Principal Place shall be subject to such arrangements as may be for the time being in force whether stated in the notice of the meeting or notified to the attendees concerned subsequent to the provision of the notice.

BUSINESS TRANSACTED AT GENERAL MEETINGS

35. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheet, and the reports of the Council and of the Auditors, and to receive the results of elections to Council held in accordance with Article 55, and to the extent required by law to fix the remuneration of the auditors or to authorise the Council to fix the remuneration of the auditors.
36. A Voting Member may propose any resolution to an Annual General Meeting in the following manner:-
 - (a) unless otherwise permitted by Council notice of the resolution must be given to the Secretary not less than eight weeks before notice in writing of the Annual General Meeting is required to be given to Voting Members under these Articles;
 - (b) the resolution must be supported by not less than five Voting Members in writing; and
 - (c) the resolution may be supported by a statement of not more than 500 words which, if submitted to the Secretary in the time specified in Article 36(a), shall be sent to Voting Members with the Notice of the Annual General Meeting.

QUORUM FOR GENERAL MEETINGS

37. No business shall be transacted at any General Meeting unless a quorum is present.
38. Three persons who are Voting Members personally present and entitled to vote shall be a quorum for the choice of a chairman for a General Meeting, if required under Article 41 in the absence of the Chair of Council and for a resolution adjourning a General Meeting.
39. For all other purposes the number required to form a quorum for a General Meeting shall be twenty Voting Members personally present and entitled to vote. If an electronic meeting is held or Voting Members are given the option to access a meeting electronically, a person shall also be considered present if they have electronically accessed the meeting, are able to hear the chair of the meeting speak and have the ability to vote on any resolutions at the meeting.

40. If within half an hour from the time appointed as the start for a General Meeting a quorum is not present, or if during a General Meeting a quorum ceases to be present, the General Meeting shall be adjourned to such time and place as Council shall decide. If at such adjourned General Meeting a quorum is not present, those Voting Members who are present and entitled to vote shall be a quorum and may transact the business for which the General Meeting was called. No notice of any adjourned meeting need be sent out to any member.

CHAIRING OF GENERAL MEETINGS

41. The Chair of Council shall be entitled to take the chair at every General Meeting. If there is no such Chair or he is not present within 15 minutes after the appointed start time for the General Meeting or is not willing to take the chair then:
- (a) The Chair Elect or Past Chair may take the chair; or
 - (b) if the Chair Elect or Past Chair is not present or declines to take the chair, the Voting Members present and entitled to vote shall choose another member of Council to chair the General Meeting; or
 - (c) if no member of Council is present or all members of Council present decline to take the chair, the Voting Members present and entitled to vote shall choose one of their number or the President of the College to chair the General Meeting.

VOTING AND DECISION MAKING AT GENERAL MEETINGS

42. Every resolution put to a General Meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is duly required. Subject to the provisions of the Companies Acts, a poll (i.e. a written vote) may be demanded:
- (a) by the chairman of the General Meeting; or
 - (b) by at least five Voting Members present in person or by proxy and entitled to Vote

provided that no poll may be demanded on the election of a chairman for a General Meeting or on a resolution to adjourn a General Meeting.

43. On a show of hands every Voting Member present in person or by proxy shall have one vote. On a poll every Voting Member present in person or by proxy shall have one vote. In the case of an equality of votes the chairman of the General Meeting shall, both on a show of hands and on a poll, have a second or casting vote.
44. Any Voting Member who owes monies to the College whether in respect of an annual subscription or instalment thereof or otherwise, shall not be entitled to be present at a General Meeting or vote on any resolution, either personally or by proxy, including on a show of hands or on poll.

45. Unless a poll is duly demanded, a declaration by the chairman of a General Meeting that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the

General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

46. A demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the General Meeting. A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.
47. A demand for a poll shall not prevent the continuation of a General Meeting for the transaction of any business other than the resolution on which the poll was demanded and shall be taken immediately.
48. No objection shall be made to the validity of any individual vote except at the General Meeting or poll at which such vote is cast, and every vote not disallowed at such meeting or poll shall be deemed valid. The chairman of the General Meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll demanded thereat.
49. The chairman of a General Meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

APPOINTMENT OF PROXIES

50. The appointment of a proxy shall be in writing signed by the Voting Member making the appointment or a duly authorised attorney for such Voting Member in the format as indicated in the By-Laws.
51. Any person may be appointed as a proxy including any person who is not a Voting Member.

ELECTRONIC MEETINGS

- 51A.1 The Council may decide to hold a general meeting including an Annual General Meeting either as physical meeting, an electronic meeting (virtual meeting) or a combination of the two (a hybrid meeting).
- 51A.2 Where electronic access to a general meeting is permitted the access must be via suitable electronic means agreed by the Council, and Voting Members accessing the meeting electronically must be able to hear the chair of the meeting speak and have the ability to vote on any resolutions at the meeting in order to form part of the quorum. For the avoidance of doubt, members shall be entitled to vote at general meetings (whether hybrid or virtual only) in real time i.e. at the general meeting itself.
- 51A.3 Where an electronic only meeting is to be called the College shall not be required to specify in the notice of the general meeting the place of the meeting, but it must provide sufficient information to allow Voting Members to access the meeting.

- 51A.4 If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Council decides that it is impracticable or unreasonable to hold (i) the physical meeting at the declared place or (ii) the electronic meeting on the electronic platform specified in the notice, and/or at the specified date and/or time, or the Council decides that it is more appropriate, it may change the place and/or electronic platform and/or postpone the date and/or time at which the meeting is to be held. If such decision is made, the Council may then change the place and/or the electronic platform and/or postpone the date and/or time again and if it decides that it is reasonable to do so.
- 51A.5 All resolutions put to the Voting Members at electronic general meetings shall be voted on by a poll. Such poll votes may be cast by such electronic means as the Council in its sole discretion deems appropriate for the purposes of the meeting.
- 51A.6 All other provisions set out in these Articles in respect of the calling and holding of the general meeting, to include but not limited to, the quorum for the meeting, proxy voting, chairing of the meeting and the procedures to be followed at electronic only or hybrid meetings shall still apply save as amended by Article 51A.
- 51A.7 If a Voting Member, due to technological failings, is unable to attend a general meeting electronically or is only able to attend part of the general meeting, this shall not invalidate the meeting. The chair of the meeting shall however have the discretion to adjourn the hybrid or electronic meeting if such technological failings in their opinion substantially affect the holding of the meeting. All business conducted at the general meeting up to the time of adjournment shall be valid. If the meeting is so adjourned the Council shall determine the new date for the meeting.
- 51A.8 The Council may make any arrangement and impose any requirement or restriction as is necessary to ensure the identification of those taking part in any electronic or hybrid general meeting and the security of the electronic communication and which is proportionate to those objectives. In this respect the Council is able to authorise any voting application, system or facility for electronic meetings as it sees fit.
- 51A.9 The Council may take reasonable measures and may make such By-Laws as it deems necessary, relating to the holding of electronic and hybrid general meetings from time to time. Such By-Laws may include, but are not limited to including, provisions relating to etiquette and communication in meetings and voting in meetings.

CONSTITUTION OF COUNCIL

52. Council shall consist of not less than 15 and not more than 24 persons, being Voting Members. From the College's 2020 Annual General Meeting Council shall consist of not less than 12 and not more than 15 persons, being Voting Members.

RETIREMENT OF COUNCIL MEMBERS AND ELECTIONS TO COUNCIL

53. Subject to Article 57(b), at the Annual General Meeting to be held in every year, one third of the members of Council shall retire from office. If the number of Council members to retire is not a multiple of three, then the next higher whole number nearest one third, shall retire from office. Subject to the provisions of these Articles retiring Council members shall be eligible for re-election provided that as from the College's 2020 Annual General Meeting such eligibility for re-election shall not apply to those persons who have served more than three terms in total. For the avoidance of doubt, any person who has as at the 2020 AGM already served three terms on Council will serve out the remainder of their office before retiring from the Council. In the case of a Chair, Chair Elect or Past Chair, the provisions of Article 53(b) will apply.

The process of calculating one third shall be as follows:

- (a) For the purposes of calculating how many Council members need to retire, all Council members will be included, including those holding the post of Chair, Chair Elect or Past Chair, unless subject to Article 53(b). For example, where there is a total of 15 Council members, including one Chair Elect and one Chair, five will need to retire.
 - (b) In the event that a Chair Elect, Chair or Past Chair is required to retire in order to comply with the Trade Union and Labour Relations (Consolidation) Act 1992 (as amended), that person shall count as a retiring Council member for the purposes of achieving one third, but the total number of people required to retire shall still be calculated in accordance with (a) above. For example, where there is a total of 15 Council members, including one Chair Elect and one Chair, if the Chair is required to retire, four other Council members will also need to retire.
54. Subject to the requirements of the Trade Union and Labour Regulations (Consolidation) Act 1992 (as amended), the members of Council to retire in every year shall be those who have been longest in office since their last election. In the case of those who became members of Council on the same day it shall (unless they agree otherwise among themselves) be determined by lot. For the avoidance of doubt, any time spent as Chair Elect, Chair or Past Chair shall be included when calculating who has been longest in office since their last election
55. The following provisions shall apply to the election of new members of Council in place of retiring members or to fill up any other vacancies on Council (subject to the maximum fixed by Article 52) as well as to the re-election of retiring members of Council:

- (a) the only persons who shall be eligible for election as members of Council shall be Voting Members who comply with the relevant provisions of the By-Laws for being eligible for election;
 - (b) all Voting Members of the College shall be eligible to vote in all elections of members of Council;
 - (c) the elections shall be conducted by ballot in accordance with the Trade Union and Labour Relations (Consolidation) Act 1992 (as amended) and shall take effect as from the close of the next Annual General Meeting; and
 - (d) Council may from time to time make, alter and repeal By-Laws for the purpose of regulating the procedure applicable to such elections.
56. If in any election of members of Council, the places of any of the retiring members of Council are not filled up, those retiring members as are willing to do so shall, subject to the provisions of the Trade Union and Labour Relations (Consolidation) Act 1992 (as amended), fill such places by continuing in office until the close of the Annual General Meeting in the following year. If the number of retiring members who are so willing exceeds the number of places that are not filled up then the retiring member or members who is or are to continue in office shall (unless otherwise decided by the Council) be determined by lot.

CHAIR ELECT, CHAIR AND PAST CHAIR

Appointment

57. (a) The Council shall appoint a Chair Elect, Chair and Past Chair in accordance with the following procedure:
- (i) every other year, at the first meeting of Council after the Annual General Meeting, the Council shall appoint one of their number as Chair Elect. This appointment shall take effect from the end of the Council meeting and the appointed person shall hold this post until he ceases to do so in accordance with these Articles;
 - (ii) at the end of the first Council meeting after the Annual General Meeting in the year after his appointment as Chair Elect, the Chair Elect shall automatically become the Chair of the Council without a need for a further appointment by the Council members, and shall hold the post of Chair until he ceases to do so in accordance with these Articles;
 - (iii) at the end of the first Council meeting after the Annual General Meeting in the second year after he became the Chair, the Chair shall automatically become the Past Chair without a need for a further appointment by the Council members, and shall hold the post of Past Chair until he ceases to do so in accordance with these Articles;
 - (iv) at the end of the first Council meeting after the Annual General Meeting in the year after he became the Past Chair, the Past Chair shall automatically cease to be the Past Chair, but shall remain on the Council until he ceases to be a Council member in accordance with these Articles.
- (b) Subject to the provisions of the Trade Union and Labour Relations (Consolidation) Act 1992 (as amended), a Council member who holds the post of Chair Elect or Chair need not retire and stand for re-election under Article 53 while holding such a post, unless this will cause him to be on the Council for

more than five years without being re-elected. Where this is the case, he must retire and may be re-elected to the Council in accordance with these Articles.

- (c) The Council may make, alter and repeal By-Laws for the purpose of regulating the role of the Chair Elect, Chair and Past Chair.
- (d) With the exception of Article 57(b), for the purpose of this Article 57, a year shall mean the period 1 January to 31 December.

Cessation

58. (a) A Council member will cease to be a Chair Elect, Chair or Past Chair (as appropriate) if he:
- (i) ceases to be a Council member;
 - (ii) is removed from the post of Chair Elect, Chair or Past Chair by a resolution of the Council; or
 - (iii) resigns from the post of Chair Elect, Chair or Past Chair by notice in writing to the Secretary.
- (b) the event that a Council member ceases to hold the post of Chair Elect before the end of the term specified in Article 57(a), the Council shall select one of their number to replace him for the remainder of his term as Chair Elect. That person shall then go on to become Chair and subsequently Past Chair in accordance with Article 57(a) as if he had served a full term as Chair Elect.
- (c) In the event that a Council member ceases to hold the post of Chair before the end of the term specified in Article 57(a) he shall be replaced by the Chair Elect or the Past Chair, as relevant in that year, for the remainder of his term as Chair. If that person is the Chair Elect they then go on to serve for a further full term as Chair. That person shall then go on to become the Past Chair in accordance with Article 57(a).

In the event that there is no current Chair Elect or Past Chair to appoint in accordance with this Article, Council shall elect an Interim Chair, who will hold the position for the remainder of that year.

- (d) In the event that a Council member ceases to hold the post of Past Chair before the end of the term specified in Article 57 he shall not be replaced.

APPOINTMENT OF SECRETARY

59. The Secretary shall be appointed by the Council and shall report to the Chair of the Council for such term, at such remuneration (if any) and upon such conditions as Council may think fit; and any Secretary so appointed may be removed by Council.

APPOINTMENT OF PRESIDENT

60. Council may appoint any person (who need not be a Voting Member) to be the President of the College, the role description and terms of office to be determined by Council and detailed within the By-Laws. Any such appointee will only be entitled to vote at General Meetings if they are a Voting Member.

APPOINTMENT OF HONORARY VICE PRESIDENTS

61. Council may at any time award a retiring member of Council who has given meritorious and distinguished service to the College or a Retired Member who has given such service to the College as an Honorary Vice-President of the College. This status will not increase or otherwise affect the voting or other rights of the relevant Voting Member or Retired Member. The role description for such role shall be determined by Council and detailed within the By-Laws.

CESSATION OF COUNCIL MEMBERSHIP

62. A member of Council shall cease to be a member of Council in the following circumstances:

- (a) where the member retires in accordance with Article 53 or 57(b) without being re-elected;
- (b) where the member resigns by notice in writing to the Secretary;
- (c) where the member becomes bankrupt or makes any arrangement or composition with creditors generally;
- (d) where the member is imprisoned;
- (e) where the member is absent from meetings of Council or from committees of Council of which he is a member for a period of at least six consecutive months without the specific approval of the Chair or the member breaches any provision of the Articles or breaches his duties as a member of Council and in any such case Council passes a resolution that he should cease to be a Council member;
- (f) where the member ceases to be a Voting Member, or is suspended or excluded for any period from the privileges of Voting Membership;
- (g) where at a meeting of Council specially convened for that purpose at which not less than one-half of all the members of Council are present, a resolution is passed by a majority of not less than 75% that it is in the best interests of the College that the member should cease to be a Council Member provided that the Council member in question is given notice of the meeting and the opportunity to attend such meeting and give his reasons for remaining as a Council member. A Council member who is removed under this provision shall not be eligible to be a Council member for three years from the date of the order for their removal;
- (h) where the member ceases to be a member of Council by virtue of any provision of the Companies Acts or becomes prohibited by law from being a director of a company;
- (i) where an ordinary resolution is passed at a General Meeting removing the member from office in accordance with the Companies Acts; or
- (j) where the member becomes employed by the College.

63. The continuing members of the Council may act notwithstanding any vacancy in their body; provided that if the number of Council members falls below twelve, Council may only act for the purpose of holding elections to fill the vacancy on Council.

FUNCTIONS AND POWERS OF COUNCIL

General Powers

64. Subject to the provisions of the Companies Acts, the Articles of Association and to any directions given to Council by the College in General Meeting, the affairs of the College shall be managed by Council which may exercise all the powers of the College provided that no alteration of the Articles and no such direction shall invalidate any prior act of Council which would have been valid if that alteration had not been made or that direction had not been given and that any such direction does not conflict with the fiduciary and statutory duties of Council members, whether under Chapter 2 of Part 10 of the Companies Act 2006 or otherwise.

Trade union affairs, by-laws and code of conduct

65. Notwithstanding Article 64 above, the Council shall have the following specific responsibilities and powers:

- (a) to conduct of the affairs of the College as a Trade Union;
- (b) to make, alter and repeal By-Laws, rules and regulations for the better and more convenient government and management of the College, the proper carrying out of its Objects and the maintenance of its status and that of the profession of podiatry;
- (c) to make, alter and repeal By-laws, rules and regulations for regulating the training and examination of candidates for admission to the College, the recognition of Schools and Teachers of Podiatry, for determining the examination fees payable by such candidates, the times and places at which examinations are to be held, the subjects which are to be comprised therein, the persons who may be admitted as candidates thereat, and the distinctions (if any) to be granted to successful candidates;
- (d) to publish a code of conduct that shall be adhered to by members of the College in the context of their professional activities and to determine appropriate sanctions for breaches of the code;

provided that no By-Law, rule, regulation or provision within the code of conduct may conflict with these Articles and where it conflicts with these Articles it shall not be effective and provided further that no By-Law, rule, regulation or provision of the code of conduct shall be made or so altered under this power which would amount to an addition to or alteration of these Articles.

Formation of Groups and Branches

66. Council shall have the power to pass resolutions appointing groups, Branches or regional committees, and authorising and approving changes in the names of any groups, Branches or regional committees, provided that:

- (i) no group, Branch or regional committee shall have power itself to admit Fellows and Members;
- (ii) no group, Branch or regional committee shall have power to undertake anything appertaining to the general business of the College without first consulting and obtaining the approval of Council; AND

- (iii) every group, Branch and regional committee shall follow in all cases the ruling of Council.

The College Of Podiatry Trust

67. The College of Podiatry is the sole member of The College of Podiatry Trust. In accordance with The College of Podiatry Trust's Articles of Association, by virtue of its sole membership of The College of Podiatry Trust, the College shall have the power to determine the make-up of The College of Podiatry Trust. The College will also have the power to amend the Articles of Association of The College of Podiatry Trust, subject to any legal or regulatory restrictions.

Prizes, scholarships and exhibitions

68. Council may employ any part of the funds of the College in the provision of prizes, medals, scholarships or exhibitions.

Library

69. Council may employ any part of the funds of the College in the provision and maintenance of a library containing a suitable collection of books, reports, statistics, papers, instruments, materials and other things of interest to the professions of Chiropody and Podiatry, and may from time to time make, revoke and alter rules and regulations relating to the library.

Appointment of agents and attorneys

70. Council may from time to time appoint any one or more of their body to act as attorney, either generally or specially, with such powers and for such period as may be determined. Council may, by power of attorney or otherwise, appoint any person to be the College's agent with such powers, in relation to such matters and on such conditions or subject to such restrictions as they think fit and unless otherwise approved by Council any agent so appointed shall not be authorised to delegate any of his powers.

Reserve fund

71. A reserve fund shall be kept as a separate fund in such investments as Council may determine and shall only be drawn upon and used to meet the costs and expenses of any measures, proceedings or purposes which Council may declare to be necessary or expedient for the protection or benefit of the College or its property, or the general welfare of the College or its members or of podiatrists generally.

PROCEEDINGS OF COUNCIL

72. The members of Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Five members of Council shall be a quorum. Council meetings may be held in person, by telephone, or by suitable electronic means agreed by Council in which all participants may communicate with all other participants.

73. Meetings shall be held as fixed by Council from time to time, but so that not normally more than four months shall elapse between any two consecutive meetings. The Chair of Council or any five members of Council or the chief executive of the College may call an extra meeting of Council if required.

74. Questions arising at any meeting shall be decided by a majority of votes, and in the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
75. The Chair of Council shall be entitled to take the chair at every meeting of Council, but if at any meeting the Chair of Council is not present at the time appointed for holding the meeting or is not willing to take the chair, the Chair Elect or Past Chair shall chair the meeting, but if neither the Chair Elect nor the Past Chair is present at the time appointed for holding the meeting or neither is willing to take the chair, the members of Council present shall choose one of their number to chair the meeting.
76. Subject to these Articles, a meeting of Council at which a quorum is present shall be competent to exercise all of the authorities, powers and discretions vested in Council, whether pursuant to these Articles or otherwise.
77. A written resolution signed by all members of Council who are at the date of the resolution in the United Kingdom (which may consist of several documents in like form each signed by one or more members of Council) or a resolution to which all such members of Council have assented by e-mail communication to the Secretary shall be as valid and effective as if it had been passed at a duly convened Council meeting.

COMMITTEES OF COUNCIL

78. Council may delegate any of their powers to a person and/or a member of Council and/or committees consisting of such persons as agreed by Council and the following provisions shall apply to all such committees:
 - (a) they shall, in the exercise of the delegated powers, comply with any requirements imposed by Council from time to time;
 - (b) the Chair of Council for the time being shall be an *ex-officio* member;
 - (c) if authorised by Council they may co-opt further persons;
 - (d) if authorised by Council they may co-opt as specialist advisers such persons as they may think fit, but no person co-opted as an adviser shall have any right to vote at committee meetings;
 - (e) unless otherwise determined by Council, two members shall be a quorum for any committee consisting of two or more members;
 - (f) any occasional vacancy may be filled by Council appointing a replacement person who shall, in all respects, stand in the place of his predecessor and in the meantime the continuing members may act notwithstanding the vacancy
 - (g) all committees are subject to and report to the Council.

CONFLICTS OF INTEREST

79. A member of Council or of a committee of Council shall not vote at any meeting on, nor be counted in the quorum in respect of, any resolution concerning a matter in which the member has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the College (and for the purposes of this Article a member of Council who is an employer of a Podiatrist or who is a representative of any association of such employers shall be deemed to

have a material interest which may conflict with the interests of the College in the case of a resolution that relates to the regulation of relations between employed Podiatrists and their employers or associations of those employers) save that:

- (a) if a question arises at a meeting of Council or of a committee of Council as to the right of a member thereof to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting whose ruling in relation to any member other than himself or herself shall be final and conclusive; and
- (b) a member of Council may vote on, and count towards the quorum in respect of, a resolution to approve any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the members of Council.

80. Without prejudice to Article 79 above, where the duty of a member of the Council under section 175(1) of Companies Act 2006 to avoid conflict of interest would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if:

- (a) the matter in relation to which that duty exists has been proposed to the Council at a meeting of the Council and has been authorised by them;
- (b) any requirement as to the quorum of such meeting is met without counting the Council member in question, or any other interested Council member; and
- (c) the matter was agreed to without any such Council member voting, or would have been agreed to if the vote of any such Council member had not been counted.

For the avoidance of doubt, authorisation by the Council shall not be necessary where the duty under section 175(1) Companies Act 2006 would not be infringed, including where a conflict or potential conflict may be avoided by following the procedure set out in Article 79, or is otherwise permitted under these Articles.

81. Subject to the provisions of the Companies Acts and to compliance with Article 79 and the restrictions contained in the Articles of Association, in particular the provisions under Article 8, a member of Council or of a committee of Council may be remunerated for services provided to the College or otherwise be a party to or interested in any transaction or arrangement with the College.

DEFECTS IN APPOINTMENTS

82. All acts done by any meeting of Council or of a committee of Council or by any person acting as a member of Council or such committee shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of Council or such committee, even if it is afterwards discovered that there was some defect in the appointment or continuance in office of such members or persons, or that they were disqualified from acting in such a capacity.

MINUTES OF COUNCIL MEETINGS

83. Minutes shall be kept of the proceedings at all General Meetings, Council and Committee meetings including the names of the members and other persons present at such meetings, appointments and resignations of Council members and of the Secretary. The minutes shall be presented to the next General Meeting, Council or Committee meeting and if approved shall be signed by the chairman of that meeting.

ACCOUNTS

84. Council shall ensure that the College complies with the provisions of the Companies Acts and the Trade Union and Labour Relations (Consolidation) Act 1992 (as amended) as to the keeping of accounting records, auditing of the College's accounts, laying annual accounts before a General Meeting and enabling inspection of accounting records by members of Council and members of the College.

NOTICES

85. The College may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at the address held on the College database; or
 - (c) by sending it by e-mail to the e-mail address held on the College database (and in these Articles "address" in relation to notices or other communications includes such an address). This is subject to the member having consented to receipt of communications in this way, where this is a legal requirement; or
 - (d) in accordance with the provisions for notice on a website set out in Article 86 below.

A member whose normal postal address is not within the United Kingdom shall only be entitled to a postal notice if they provide the College with a postal address within the United Kingdom. This does not preclude that member receiving notices in accordance with Article 85(c) and (d) above.

86. Where a member has given written consent, or has given deemed consent in accordance with the Companies Acts, to receiving notices from the College by means of a website, notice will be validly given if the College sends that member a notification informing him that the documents forming part of the notice may be viewed on a specified website. The notification must provide the website address and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

87. Proof that an envelope containing the notice was properly addressed, prepaid and posted (in the case of a notice sent by post) or was sent in accordance with current guidance issued by the Institute of Chartered Secretaries and Administrators (in the case of a notice sent by e-mail) shall be conclusive evidence that the notice was given.

INDEMNIFICATION AND INSURANCE OF COUNCIL AND OFFICERS

88. Subject to the Companies Acts a member of Council or of any committee appointed by Council and any other officers for the time being of the College acting in relation to any of its affairs shall be indemnified out of the College's assets against any expenses which such persons incur in connection with:
- (a) civil proceedings in relation to the College (unless judgment is given against them and the judgment is final);
 - (b) criminal proceedings in relation to the College (unless they are convicted and the conviction is final); or
 - (c) any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the College (unless the court refuses to grant them relief, and the refusal is final);
- and for the purposes of this Article a judgment, conviction or refusal of relief becomes final if the period for bringing an appeal (or any further appeal) has ended and any appeal brought is determined, abandoned or otherwise ceases to have effect.
89. Subject to the Companies Acts, Council may decide to purchase and maintain insurance, at the expense of the College, for the benefit of members of Council or committees appointed by Council and any other officers for the time being of the College in respect of any loss or expenditure which has been or may be incurred by them in connection with their duties powers or responsibilities in relation to the College.

OFFICES INCLUDING THE TITLE DIRECTOR

90. Council, or any duly authorised committee of Council, may appoint any person to any office or employment with the College having a designation or title including the word director or may attach to any existing office or employment with the College such a designation or title and in either case:
- (a) Council may terminate any such appointment or the use of any such designation or title;
 - (b) the inclusion of the word director in such designation or title shall not imply that the holder is a director of the College, nor shall the holder thereby be empowered in any respect to act as, or be deemed to be, a director of the College.

MEMBERS' FORUM

91. A Members' Forum will meet biennially (in odd years) to bring together the Branches and other groups of the College and to discuss issues pertinent to the College. The provisions relating to the Members' Forum shall be detailed in the By-Laws.