

## The Companies Act 2006

### Company Limited by Guarantee and Not Having a Share Capital

Company number 2391297



## Articles of Association of The Institute Of Osteopathy

As adopted by a Special Resolution passed on 20 November 2015



### PRELIMINARY

- 1 (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company
- (b) Clauses 2 to 35 (inclusive), 57, 59, 102 to 108 (inclusive), 110, 114, 116 and 117 in Table A shall not apply to the Company
- (c) In these Articles the expression -
- "Act" means the Companies Act 2006, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force,
- "Appointments Committee" means the appointments committee established by the Company, more fully described by the Rules and any Terms of Reference of such committee approved by the Council,
- "Institute" or "Company" means the Institute of Osteopathy,
- "Member" means a member of the Company and shall include Honorary Members admitted pursuant to Article 3 save where the context otherwise requires,
- "CE" means the Chief Executive of the Company,
- "Council" means the Board of Directors of the Company,
- "Officers" means the President, Vice President and Immediate Past President of the Institute,
- "Rules" means the rules of the Institute, as amended from time to time

### INTERPRETATION

- 2 Clause 1 in Table A shall be read and construed as if the definition of "the holder" were omitted therefrom

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### MEMBERS

- 3 (a) All persons as are admitted to membership in accordance with these Articles and the Rules shall be Members of the Company. Full Membership of the Institute is open to all osteopaths who are registered with the General Osteopathic Council ("GOsC"), whether in the United Kingdom or abroad. Student Membership of the Institute is open to all students at osteopathic colleges recognised by the GOsC. Affiliate Membership of the Institute is open to all other osteopaths working outside the United Kingdom. Only full Members shall be entitled to vote on any resolution at any General Meeting of the Company and these Articles shall be interpreted accordingly.
- (b) The Council may admit such persons as it thinks fit to be Honorary Members of the Company, being persons who, in the opinion of the Council, are eminent members of the osteopathic profession or are persons whose association with the Company will promote its objects or promote the interests of the profession of osteopathy. An Honorary Member shall not be a Member of the Company for any purpose of company law and shall not (without limitation of the generality of the foregoing) be required to give a guarantee nor shall an Honorary Member be entitled to vote on any resolution at any General Meeting of the Company.
- (c) From time to time the Council has authority to introduce new and various classes of membership which may attract varying levels of membership fees.
- 4 Every Member shall be bound to further to the best of his ability the objects, interests and influence of the Company and shall observe the Rules.

### GENERAL MEETINGS AND RESOLUTIONS

- 5 (a) An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution or a resolution appointing a person to the Council shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed -
- (i) in the case of an Annual General Meeting, by all the Members entitled to attend and vote thereat, and
- (ii) in the case of any other General Meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the Meeting of all Members.
- (b) The notice shall specify the time and place of the Meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the Meeting as such.
- (c) The notice shall be given to all Members and to the Council and to the Auditors of the Institute.
- (d) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the appointment of members of the Council, consideration of the accounts, balance sheets, and the reports of the Council and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
- (e) Clause 38 in Table A shall not apply to the Company.

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- (f) Any Member of the Company entitled to attend and vote at a General Meeting shall be entitled to appoint another Member as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the Member to speak at the Meeting. Every notice convening a General Meeting shall comply with the provisions of Section 325(1) of the Act as to giving information to Members in regard to their right to appoint proxies.
  - (g) The Company shall be entitled to implement an online voting system to allow those Members entitled to attend and vote at a General Meeting to cast their votes prior to the General Meeting. Any votes cast using the online voting system prior to a General Meeting shall be treated as if cast during the General Meeting itself.
- 6
- (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.
  - (b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Council may determine, and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
  - (c) Clause 41 in Table A shall not apply to the Company.
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- Clause 44 in Table A shall be read and construed as if the words "and at any separate meeting of the holders of any class of shares in the Company" were omitted therefrom.
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- Clause 46 in Table A shall be read and construed as if paragraph (d) was omitted therefrom.
- 9
- VOTES OF MEMBERS
- (a) On a show of hands, every full Member present in person shall have one vote. On a poll every full Member present in person or by proxy shall have one vote. Student, Affiliate and Honorary Members shall not be entitled to vote on any resolution at any General Meeting of the Company.
  - (b) Clauses 54 and 55 in Table A shall not apply to the Company.

## COUNCIL MEMBERS AND OFFICERS

- 10
- (a) Clauses 64 to 69 in Table A shall not apply to the Company and all other references to alternate directors shall be read accordingly.
  - (b) The Council shall comprise (i) the President, (ii) the Vice President or, if no person occupies such office, the Immediate Past President, (iii) at least four Members of the Institute ("Professional Members"), (iv) no more than three lay members ("Lay Members"), and (v) the CE, for such time as he shall hold such office in accordance with the terms and conditions of his employment contract.
  - (c) Additional "non-voting" representatives may be invited to attend Council meetings from time to time at the Council's discretion.

## APPOINTMENT OF OFFICERS

- 11
- The Officers of the Institute shall be appointed as follows

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- (a) The Council shall from time to time elect a Vice President from amongst the Professional Members who have been Council members for at least one year. In the event that the Council consider that there are no suitable candidates within the Council, the Council may elect former members of the Council or candidates from the membership who have, at the request of the Council, been recommended for election by the Appointments Committee
- (b) At the end of a President's period of office, the Vice President shall, if approved by the Council and the Members at an Annual General Meeting, progress to the role of President for a term of two years. If at the end of a President's two year term of office there is no Vice President or such Vice President is not approved by both the Council and the Member for appointment as the President then the President's term of office shall be extended by a further period of one year (and for the avoidance of doubt the President shall not, other than as provided in (c) below, have a term of office longer than three years)
- (c) If during a President's term of office a vacancy shall occur then the Council may appoint a replacement until the next Annual General Meeting and if such person is subsequently re-appointed as President then such interim period shall not count towards the term of office of a President as referred to in (b) above
- (d) At the end of the President's term of office (whether this be two or three years), the retiring President shall act as Immediate Past President for a period of one year

### APPOINTMENT OF COUNCIL MEMBERS

- 12 (a) The election of Professional Members of Council shall take place at the Annual General Meeting of the Institute. All Council members' appointments shall take effect from the date of the relevant Annual General Meeting
- (b) Lay Members need not be members of the Institute, Lay Member nominations will be submitted to the Appointments Committee for approval and, if so approved, elected by a Council vote
- (c) The term of office for members of the Council shall be three years. Members of Council may stand for re-election for one additional three-year term of office. Therefore, Council members are subject to a maximum length of service of six years, with the exception of those members who are appointed to Vice President, in such circumstances the relevant member's maximum length of service on the Council extends until the end of his term as Immediate Past President
- (d) Nominations for election of Professional Members must be notified to the Appointments Committee at least 60 days before the Annual General Meeting or such shorter period as may be agreed by the Council from time to time. Nominations must be accompanied by the written consent of the nominee. The Appointments Committee reviews the list of nominations against the Council member role specifications defined by the Institute and shall approve or reject individual candidates in accordance with such criteria before candidates are put forward for the Member vote (to be carried out in accordance with Article 12(a) above)
- (e) If the number of nominees for the election to the Council should be less than the number of vacancies to be filled, or in case of failure to nominate candidates for office as provided under Article 12(d), the Committee shall offer nominations. For the avoidance of doubt, the provisions of Article 12(d) shall apply in respect of those nominations

### COUNCIL BUSINESS

- 13 (a) The Council shall meet not less than four times annually for the despatch of business. A majority of votes shall decide questions arising

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- (b) The quorum necessary for the transaction of business shall be six
- (c) The President of the Institute, or in his absence the Vice President or Immediate Past President, shall act as a Chairman of the Council. If none of the aforementioned be present at any meeting, the Council shall elect a Chairman for that meeting

### ANNUAL GENERAL MEETING

- 14 An Annual General Meeting shall be held once in each calendar year no more than six months after the end of the Company's financial year
- 15 Annual General Meetings shall consider the Accounts, Balance Sheet, Council and Committee reports, elections of members of Council and the appointment of Auditors and fixing of their remuneration
- 16 All resolutions intended for the Agenda of an Annual General Meeting shall be delivered to the CE not less than two months prior to the date of such Meeting
- 17 The Council shall, at its first Meeting following the Annual General Meeting in each year, appoint a Solicitor

### RECOGNITION OF SOCIETIES

- 18 The Council may recognise Societies and confer the privilege of using the title of the Company on such bodies set up for the collective study and research into the problems of health and disease and in particular for the advancement of knowledge in the principles and practice of osteopathy, and for the study of comparative therapeutics. Membership of such Societies shall consist of Members, provided that others, not Members, may be accepted as Honorary Members at the discretion of the Society. Such Societies shall be autonomous and financially self-supporting. Membership shall not of itself give entitlement to membership of a Society. In the event of the Management or conduct of the Society being, in the opinion of the Council, detrimental to the interests of the Company or its objects, the Council may withdraw the licence granted to the Society to use or incorporate the title of the Company, and the Society shall in the circumstances, within one month of receiving notice of withdrawal, cease to use the title of the Company in any form
- 19 No Society or any committee or officer thereof shall have the power to pledge the credit of the Company, or to incur any liability whatsoever in the name or on behalf of the Company, nor shall the Company or any of its officers be liable for acts of omission or default of any Society or any committee or officer thereof

### BORROWING POWERS

- 20 The Council may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking and property, or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the Company or of any third party

### DISQUALIFICATION OF COUNCIL MEMBERS

- 21 The office of a member of the Council shall be vacated if (i) he ceases to be a Member (with the exception of Lay Members), (ii) becomes incapable by reason of illness or injury of managing and administering his property and affairs, or (iii) at the discretion of the President, Vice President and CE following recommendation by the Appointments Committee, and Clause 81 in Table A shall be modified accordingly

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- 22 The Appointments Committee shall undertake periodic appraisal of Council members including the Officers (but excluding the CE) and may recommend to the President and Vice President or Immediate Past President that appropriate action be taken in respect of individual Council members' appointments. Where appropriate, the Appointments Committee also has the authority to remove an Officer from the Council, and to temporarily appoint another Council member in his place until a proper appointment can be made at the next AGM in accordance with these Articles.

### REMUNERATION OF COUNCIL MEMBERS

- 23 (a) Council members' remuneration (apart from that of the CE) shall be reviewed and established by the Appointments Committee. The CE's remuneration shall be determined in accordance with his contract of employment.
- (b) Clause 82 in Table A shall not apply to the Company.

### GRATUITIES AND PENSIONS

- 24 (a) The Council may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.
- (b) Clause 87 in Table A shall not apply to the Company.

### PROCEEDINGS OF COUNCIL

- 25 (a) A member of the Council may vote, at any meeting of the Council or of any committee of the Council, on any resolution, notwithstanding that it in any way concerns or relates to a matter on which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

### MINUTES

- 26 Clause 100 in Table A shall be read and construed as if the words "of the holders of any class of shares in the Company" were omitted therefrom.

### NOTICES

- 27 Clause 112 in Table A shall be read and construed as if the second sentence was omitted therefrom.
- 28 Clause 113 in Table A shall be read and construed as if the words "or of the holders of any class of shares in the Company" were omitted therefrom.

### INDEMNITY

- 29 (a) Every member of the Council or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 1157 of the Act in which relief is granted to him by the Court, and no member of the Council or other officer shall be liable for any loss, damage or misfortune.

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which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 532 of the Act

- (b) The Council shall have power to purchase for any member of the Council, Officer or Auditor of the Company insurance against any such liability as is referred to in section 532 of the Act
- (c) Clause 118 in Table A shall not apply to the Company

### RULES

30 So far as permitted by law and by the Memorandum and Articles of Association, the Council may from time to time make such Rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they shall by such Rules regulate -

- (a) the admission and classification of Members of the Company, and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members,
- (b) the conduct of Members of the Company in relation to one another, and to the Company's servants,
- (c) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes,
- (d) the procedure at General Meetings and meetings of the Council, and Committees of the Company in so far as such procedure is not regulated by these Articles,
- (e) the conduct of members of Council, including prescribed attendance requirements at meetings of the Council and the removal of members of the Council for non-compliance with said Rules,

The Council shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules, which so long as they shall be in force, shall be binding on all Members of the Company. Provided, nevertheless, that no Rule shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company