

Company Number: 05062387

**Companies Act 2006**  
**Company limited by guarantee and not having a share capital**  
**ARTICLES OF ASSOCIATION**  
**of**  
**COLLEGE OF PARAMEDICS**

**OBJECTS**

1. The objects for which the College is established ('the Objects') are the advancement of health and saving of lives and the advancement of education, training and efficiency within the paramedic profession including by
  - 1.1 developing the scope and practice of paramedic science and related subjects in the ambulance profession for the benefit of its practitioners and the general public;
  - 1.2 managing a continuing professional development process for the profession;
  - 1.3 promoting education and training in paramedic sciences and related areas within the profession; and
  - 1.4 encouraging and sharing good clinical practice and high standards of care.

**POWERS**

2. In furtherance of the Objects of the College and not otherwise, the College has the following powers:
  - 2.1 to establish scholarships and to grant prizes, awards, diplomas and certificates of merit and proficiency and qualifications in connection with the profession;
  - 2.2 to make, institute and establish grants, contributions, awards, scholarships, endowments or other benefactions in connection with Article 2.1;
  - 2.3 to diffuse the knowledge and to further the understanding of the profession and to produce, print, publish, sell, lend or distribute reports and proceedings of the College and such papers, periodicals, books, treatises, circulars and other publications in any media as may further the Objects;
  - 2.4 to facilitate the exchange of information and ideas and the consideration of and discussion on matters affecting the profession or persons engaged therein, and to provide for the delivery and holding of lectures, meetings, classes, conferences, exhibitions and demonstrations of apparatus, plant and processes or otherwise in connection therewith or with the Objects;

- 2.5 to establish and maintain libraries (including circulating libraries), museums or information centres suitable for the use and instruction of persons engaged in the profession and to furnish the same with books, reviews, magazines, newspapers, registers, journals and other appropriate publications in any media, apparatus, plant, models or other exhibits;
- 2.6 to raise funds. In doing so, the College must not undertake any trading activity beyond that which is permissible for a charity in law and must comply with any relevant statutory regulations;
- 2.7 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 2.8 to sell, lease or otherwise dispose of all or any part of the property belonging to the College. In exercising this power, the College must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
- 2.9 to borrow money and to charge the whole or any part of the property belonging to the College as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The College must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;
- 2.10 to co-operate with other charities, voluntary bodies, statutory authorities and other organizations to exchange information and advice with them;
- 2.11 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 2.12 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 2.13 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 2.14 to employ and remunerate such staff as are necessary for carrying out the work of the College. The College may employ or remunerate a Member of the Board only to the extent it is permitted to do so by articles 5 to 9 and provided it complies with the conditions in those articles;
- 2.15 to:
  - 2.15.1 deposit or invest funds;
  - 2.15.2 employ a professional fund-manager; and

2.15.3 arrange for the investments or other property of the College to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

2.16 to provide indemnity insurance for the Members of the Board in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.

### **BENEFITS TO MEMBERS**

3. Subject to articles 5 to 9 the income and property of the College shall be applied solely towards the promotion of the Objects.

4. A Member of the Board may not receive any payment or material benefit from the College except as follows:

4.1 A Member of the Board is entitled to be reimbursed from the property of the College or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the College.

4.2 A Member of the Board may benefit from trustee indemnity insurance cover purchased at the College's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.

4.3 A Member of the Board may receive an indemnity from the College in the circumstances specified in articles 83 -85.

5. None of the income or property of the College may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member. This does not prevent a Member (whether or not also a Member of the Board) receiving:

5.1 a benefit from the College in the capacity of a beneficiary of the College;

5.2 subject to articles 7 to 9, reasonable and proper remuneration for any goods or services supplied to the College.

6. No Member of the Board or connected person may:

6.1 buy any goods or services from the College on terms preferential to those applicable to members of the public;

6.2 sell goods, services, or any interest in land to the College;

6.3 be employed by, or receive any remuneration from, the College;

6.4 receive any other financial benefit from the College; unless:

6.4.1 the payment is permitted by article 7; or

6.4.2 the Members of the Board obtain the prior written approval of the

Commission and fully comply with any procedures it prescribes.

7. Notwithstanding article 6, a Member of the Board or connected person may:
  - 7.1 receive a benefit from the College in the capacity of a beneficiary of the College provided that a majority of the Members of the Board do not benefit in this way;
  - 7.2 enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the College where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993;
  - 7.3 Subject to article 8 provide the College with goods that are not supplied in connection with services provided to the College by the Member of the Board or connected person;
  - 7.4 receive interest on money lent to the College at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Members of the Board;
  - 7.5 receive rent for premises let by the Member of the Board or connected person to the College if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Member of the Board concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
  - 7.6 benefit from the purchase, out of the funds of the College, of insurance designed to indemnify the Members of the Board in accordance with the terms of, and subject to the conditions in, section 73F of the Charities Act 1993;
  - 7.7 take part in the normal trading and fundraising activities of the College on the same terms as members of the public.
8. The College and its Members of the Board may only rely upon the authority provided by article 7.3 if each of the following conditions are satisfied:
  - 8.1 the amount or maximum amount of the payment for the goods is set out in an agreement in writing between:
    - 8.1.1 the College or its Members of the Board (as the case may be); and
    - 8.1.2 the Member of the Board or connected person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the College;
  - 8.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
  - 8.3 The other Members of the Board are satisfied that it is in the best interests of the College to contract with the supplier rather than with someone who is not a Member of the Board or connected person. In reaching that decision the Members of the Board must balance the advantage of contracting with a

- Member of the Board or connected person against the disadvantages of doing so;
- 8.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the College;
  - 8.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Members of the Board is present at the meeting;
  - 8.6 The reason for their decision is recorded by the Members of the Board in the minute book; and
  - 8.7 A majority of the Members of the Board then in office are not in receipt of remuneration or payments authorised by article 6.
9. In articles 5 to 8 "Charity" shall include any company in which the College:
- 9.1 holds more than 50% of the shares; or
  - 9.2 controls more than 50% of the voting rights attached to the shares; or
  - 9.3 has the right to appoint one or more directors to the board of the company;
10. In articles 5 to 8 "connected person" means:
- 10.1 a child, parent, grandchild, grandparent, brother or sister of the Member of the Board;
  - 10.2 the spouse or civil partner of the Member of the Board or of any person falling within article 10.1 above;
  - 10.3 a person carrying on business in partnership with the Member of the Board or with any person falling within articles 10.1 or 10.2 above;
  - 10.4 an institution which is controlled -
    - 10.4.1 by the Member of the Board or any connected person falling within articles 10.1, 10.2, or 10.3 above; or
    - 10.4.2 by two or more persons falling within article 10.1, when taken together;
    - 10.4.3 a body corporate in which -
      - 10.4.3.1 the Member of the Board or any connected person falling within articles 10.1 to 10.3 has a substantial interest; or
      - 10.4.3.2 two or more persons falling within article 10.1 who, when taken together, have a substantial interest.

11. Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.

### **LIMITED LIABILITY**

12. The liability of members is limited to the guarantee in Article 13.

### **GUARANTEE**

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

### **MEMBERSHIP**

14. The members of the College shall be:
  - 14.1 Formal Members; and
  - 14.2 Informal Members;
15. Formal Members are members entitled to receive notice of and attend and vote at general meetings of the College including:
  - 15.1 Full members, being any person who holds a recognized qualification in any prescribed branch of the Paramedic Profession. The Board shall by Bylaws prescribe the procedure for application for and admission as a full member, the qualifications recognized and the branches prescribed;
  - 15.2 Fellows, being a current full member elected as a Fellow following a nomination by two members and a majority vote in favour by the Board;
  - 15.3 Non-practising members, being full members who are non-practising and persons eligible to be full members who are non-practising. Non-practising members shall have such privileges (including the right to vote) and liabilities as the Board shall prescribe.
16. Informal Members are members who are entitled to receive notice of and attend (but not vote at) general meetings of the College and who are entitled to elect an Informal Member to attend meetings of the Board as an observer including:
  - 16.1 Student members, being any person enrolled on a recognized course of training in the Paramedic Profession. The Board shall by Bylaws prescribe the procedure for application for and admission as a student member and the courses of training recognized. No person who is eligible to be a Formal Member shall be eligible to be a student member. Student members shall not have the liabilities of membership of the College;
  - 16.2 Associate members, being any person who is engaged or interested in the Paramedic Profession or the College or a retired full member. The Board shall by Bylaws prescribe the procedure for application for and admission as an associate

member. Associate members shall not have the liabilities of membership of the College;

- 16.3 Emeritus Fellows, being any person who is a former Fellow of the College who has retired from the Paramedic Profession in good standing. The Board shall by Bylaws prescribe the procedure for application for and admission as an Emeritus Fellow. Emeritus Fellows shall not have the liabilities of membership of the College;
- 16.4 Honorary Fellows, being any person other than a member elected to Fellow status following a nomination by two members and a majority vote in favour by the Board. The Board shall by Bylaws prescribe the procedure for application for and admission as a Honorary Fellow. Honorary Fellows shall not have the liabilities of membership of the College.
17. The Board may from time to time by Bylaws alter the categories of membership and prescribe the qualifications which Formal Members and Informal Members may be required to possess and the rights and privileges they may enjoy.
18. Subject to article 70, members shall be required to notify the Board of their region based on their primary working area. This region shall be the region to which the member may stand for election to a Group and shall be entitled to vote for a regional representative.
19. A Formal Member and Informal Member may resign from the College by giving to the Secretary three months' notice in writing and paying all arrears of subscription (if any) due, provided that no purported resignation shall be effective. If at the time of such purported resignation the membership could have been terminated under Article 30.
20. In addition to the automatic termination of membership by virtue of Article 30 (non-payment of subscriptions), the Board may if it thinks fit terminate the membership of any person or the status of any Formal Member and Informal Member if it considers it undesirable that that person should continue as such, provided that the Board shall refer to a committee of the Board consideration of any appeal from the person concerned. Notice of such an appeal must be given to the College within twenty-one days of notification to the person concerned of the decision of the Board. The determination of the committee shall be final and conclusive.
21. An application for restoration to membership or to the status of Formal Member and Informal Member may be submitted to the Secretary not less than twelve months after termination of the same and shall be considered by the Board, whose determination shall be final and conclusive.
22. Subject to the foregoing, provisions governing termination or suspension of membership or of the status of Formal Member and Informal Member may be prescribed by Bylaws.

## **SUBSCRIPTIONS**

23. The annual subscriptions payable by Formal Members and Informal Members shall be in accordance with the scale prescribed from time to time by the Board and approved by the College in general meeting and shall be payable at the time or times determined by the Board.

24. The Board may at any time in its absolute discretion reduce the subscription payable by any member to the subscription payable by a student member for the period while such member is taking a recognized course for further qualification in any branch of the Paramedic Profession, provided that for the period covered by such reduced subscription (and notwithstanding any other provisions in these Articles) such member shall only have the privileges of a student member of the College.
25. A letter requesting payment shall be sent by the Secretary to each Formal Member and Informal Member whose subscription is more than two months in arrears, but the non-receipt of such letter shall not affect termination of membership under Article 26.
26. Any Formal Member and Informal Member whose subscription is more than four months in arrears after its due date shall automatically cease to be a Formal Member or Informal Member respectively, but may, at the discretion of the Board, be reinstated on payment of all arrears due to the date when he ceased to be a Formal Members or Informal Members together with any further subscription due at the time of reinstatement.
27. Only members whose subscriptions to the College are paid up to date shall be entitled to vote at any general meeting either in person or by proxy, as a proxy for another member, or in a postal ballot.

#### **GENERAL MEETINGS**

28. The College shall hold a general meeting in every calendar year as its Annual General Meeting on the date (not being more than fifteen months after the previous Annual General Meeting) and at a time and place fixed by the Board.
29. All general meetings other than Annual General Meetings shall be called General Meetings.
30. The Board may whenever it thinks fit convene a General Meeting and, in accordance with the provisions of the Companies Act, the Board shall convene a General Meeting at the written request of not less than one tenth of the members duly served upon the College at the College's Office.

#### **NOTICE OF GENERAL MEETINGS**

31. At least fourteen days notice in writing of every Annual General Meeting and of every General Meeting shall be given to such persons as are under the Articles or under the Companies Act entitled to receive notice of meetings from the College.
32. The notice shall specify the date, time and place of the meeting, set out all proposed special and ordinary resolutions and describe generally the nature of the other business to be transacted. Notices of Annual General Meetings shall be accompanied by a copy of the Annual Report and audited Accounts of the College for the preceding year.
33. The accidental omission to give notice of any meeting to, or the non-receipt of any such notice by, any person entitled to receive the same shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**



34. The business of the Annual General Meeting shall be to receive and consider the Annual Report of the Board and the audited Accounts of the College for the preceding year together with the Auditors' Report, to receive the report of the election of Members of the Board in accordance with Articles 52 and 53 and to appoint and fix the remuneration of the auditors.
35. No business shall be transacted at any general meeting unless a quorum of members entitled to vote is present, except when all resolutions have been subjected to postal ballot (electronic) prior to any general meeting. Thirty members personally present shall form a quorum. No business shall be transacted at any general meeting unless the quorum is present throughout the business, except when all resolutions have been subjected to postal ballot (electronic) prior to any general meeting.
36. If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the following week at the same time and place, or to such other day, time and place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall form a quorum.
37. The Chairman (or Vice Chairman) of the College shall preside at every general meeting, but if there is no Chairman (or Vice Chairman) or if at any meeting the Chairman (or Vice Chairman) is not present fifteen minutes after the time appointed for holding the meeting or is not willing to preside, the Members of the Board present shall elect one of their number to the chair, but if there is no Member of the Board present willing to take the chair, the members entitled to vote and personally present shall elect one of their number to chair the meeting.
38. The Chairman (or Vice Chairman) may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. Otherwise, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
39. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, a show of hands either:
  - 39.1 a poll is demanded by at least one third of the members present in person or by proxy, in which event the provisions of Article 41 (poll procedure) shall apply, or
  - 39.2 a resolution is put to the vote of the meeting that the question be decided by postal ballot, and the resolution is carried by a majority of those present in person or by proxy, in which event the provisions of Article 49 (postal ballot) shall apply, and no poll shall take place at the meeting.

40. Unless a poll is so demanded or a resolution for a postal ballot is carried, a declaration by the Chairman (or Vice Chairman) that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
41. A poll shall be taken in such manner as the Chairman (or Vice Chairman) shall direct, save that a poll demanded on the election of a Chairman (or Vice Chairman) or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman (or Vice Chairman) of the meeting directs and any business other than that upon which a poll or postal ballot has been demanded may proceed pending the taking of the poll or postal ballot. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
42. In the case of an equality of votes, whether on a show of hands, on a poll or on a postal ballot, the Chairman (or Vice Chairman) of the meeting at which the show of hands took place or at which the poll was demanded or a resolution for a postal ballot was carried shall be entitled to a second or casting vote.
43. No special business shall be transacted at a general meeting unless
  - 43.1 it is moved by or on behalf of the Board or
  - 43.2 a proposal to move the same signed by not less than fifteen members entitled to vote at such general meeting shall have been given in writing to the Secretary not less than twenty- one days before the date fixed for the meeting.
44. The order and manner of conducting the business and any other matter relating to a general meeting not provided for in the Articles or Bylaws shall be determined finally and conclusively by the Chairman (or Vice Chairman) of the meeting.

#### **VOTES OF MEMBERS**

45. Subject to Article 42, on a show of hands and upon a poll every member entitled to vote and present in person or by proxy shall have one vote.
46. The appointment of a proxy shall be in writing in the prescribed form, or in any other form approved by the Board, and signed by the appointer. A proxy must be a member entitled to vote.
47. The appointment of a proxy must be deposited at the College's Office or delivered to the Secretary before the commencement of the meeting or adjourned meeting at which the proxy proposes to vote. Otherwise the appointment shall be treated as invalid.
48. The appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll or a postal ballot.

#### **POSTAL BALLOT**

49. The College in general meeting may resolve to hold a postal ballot on any matter and the

Board may determine to hold a postal ballot on any matter which in its opinion is of importance to the College. The result of a postal ballot, which shall be conducted in accordance with prescribed procedures, shall be deemed in the case of a ballot conducted following a resolution under Article 39.2 to be the resolution of the general meeting at which a decision was taken to hold the postal ballot. In particular, but without prejudice to the generality of this Article, a postal ballot may be held to amend the Articles and to obtain the views of all members of the College on matters of importance to the College.

## **BOARD OF MANAGEMENT**

50. The affairs of the College shall be managed by the Board (who are the charity trustees for the College), which shall consist of full members of the College as follows:
  - 50.1 the Chairman (and Vice Chairman) and the Secretary of the College;
  - 50.2 the Office-holding Members of the Board, who shall be those persons elected in the manner prescribed in Article 52 to fill as many positions on the Board with a defined portfolio of responsibilities as the Board or the College in general meeting shall decide;
  - 50.3 the Constituency Members of the Board, who shall be those persons elected in the manner provided in Article 53 by as many constituencies with such geographical boundaries as the Board or the College in general meeting shall decide. If any Constituency Member is unable to attend a meeting of the Board or otherwise perform his functions as a Member of the Board, he may request the Deputy or deputies elected by the same constituency to attend or act in his place, provided that his personal responsibilities as a Member of the Board shall not be diminished thereby.
51. All elected Members of the Board shall be elected for two years, but shall be eligible for re-election in the same office for two further terms of two years.
52. Subject to the provisions of the Bylaws, the method of election of the elected Office-holding Members of the Board shall be as follows:
  - 52.1 not later than seventy days before an Annual General Meeting at which any Office-holding Members of the Board are to retire, the Secretary shall give to each member eligible to vote notice of the offices to be filled at the forthcoming Annual General Meeting. The notice shall state whether the persons retiring (if eligible for re-election) wish to stand for election and shall invite nominations for the positions to be filled, to be submitted to the Secretary by a stated date not later than twenty eight days after the notices have been given;
  - 52.2 no candidate shall stand for election to more than one position at the same time;
  - 52.3 not later than forty-two days before the Annual General Meeting candidates may submit election addresses to the Secretary conforming to the requirements of the Bylaws, and the Bylaws shall govern the distribution of the same;
  - 52.4 the Board shall appoint an independent scrutineer to oversee the distribution of ballot papers and the receipt and counting of completed ballot papers;

- 52.5 not later than twenty-eight days before the Annual General Meeting, the Secretary under the supervision of the independent scrutineer shall send to all members eligible to vote a ballot paper conforming to the requirements of the Bylaws, specifying the offices for which elections are to be held and listing the names and qualifications of the candidates for each office, together with the names of their proposers;
  - 52.6 the ballot papers shall specify the date, not later than seven days before the Annual General Meeting, by which they must be returned to the independent scrutineer;
  - 52.7 if there is only one candidate for a position, there shall be no ballot for that position and the candidate will be deemed elected;
  - 52.8 the candidate for election to each position with the largest number of valid votes cast in his favour according to the independent scrutineer's report shall be elected to that position. In the event of a tied vote, the election shall be decided by lot in accordance with the Bylaws;
  - 52.9 the Board shall report to the Annual General Meeting the persons who have been elected to the vacant positions unopposed or by ballot and the persons so elected shall assume office at the close of the Annual General Meeting.
53. Subject to the provisions of the Bylaws, the method of election of Constituency Members of the Board and Deputies shall be as follows:
- 53.1 only members entitled to vote and residing or working within the boundaries of a constituency shall be eligible to vote for a Constituency Member to represent that constituency;
  - 53.2 not later than seventy days before an Annual General Meeting at which a Constituency Member of the Board is to retire, the Secretary shall give notice to all members eligible to vote in a Constituency. The notice shall state whether the retiring Constituency Member (if eligible for re-election) wishes to stand for election and shall invite nominations for the position, to be submitted to the Secretary by a stated date not later than twenty-eight days after the notice has been given;
  - 53.3 no member shall stand for election as an Office-holding Member of the Board and a Constituency Member at the same time;
  - 53.4 not later than forty-two days before the Annual General Meeting, candidates for election in a constituency may submit election addresses to the Secretary conforming to the requirements of the Bylaws, and the Bylaws shall govern the distribution of the same to members eligible to vote within the constituency;
  - 53.5 not later than twenty-eight days before the Annual General Meeting, the Secretary, under the supervision of the independent scrutineer appointed as in Article 52.5, shall send to all members eligible to vote within the constituency a ballot paper conforming to the requirements of the Articles and the Bylaws, listing the names and qualifications of the candidates together with the names of

their proposers. The ballot papers shall specify the date, not later than seven days before the Annual General Meeting, by which they must be returned to the independent scrutineer;

- 53.6 the candidate in a constituency with the largest number of valid votes cast in his favour according to the independent scrutineers report shall be elected Constituency Member. The candidate with the next largest number of valid votes cast in his favour shall be elected Deputy, in the event of a tied vote for either position, the election shall be decided by lot in accordance with the Bylaws;
- 53.7 if there is only one candidate in a constituency, there shall be no ballot and that candidate shall be deemed to be elected Constituency Member;
- 53.8 if there are only two candidates in a constituency, and those candidates both agree to the arrangement, there shall be no ballot and one candidate shall be declared Constituency Member and the other Deputy;
- 53.9 the Board shall report to the Annual General Meeting the persons who have been elected to the vacant positions of Constituency Member unopposed or by ballot and those who have been elected Deputy and the persons so elected shall assume office at the close of the Annual General Meeting.

54.

- 54.1 In the event of a casual vacancy arising in the position of Chairman (or Vice Chairman) or Office-holding Member of the Board, the Board in its discretion shall appoint a member of the College to fill the vacancy until the next Annual General Meeting, when that person shall be eligible for election for a first term of two years in that position.
- 54.2 A casual vacancy among Constituency Members shall be filled by the Deputy (if any) elected for the relevant constituency, who shall serve in that position until the next Annual General Meeting, when he shall be eligible for election for a first term of two years as the Constituency Member.

#### **DISQUALIFICATION OF MEMBERS OF THE BOARD**

- 55. The position of a Member of the Board shall be vacated forthwith:
  - 55.1 if he becomes bankrupt or he makes any arrangement or composition with his creditors;
  - 55.2 if in the written opinion of a medical practitioner he is incapable, whether mentally or physically, of managing his affairs;
  - 55.3 if he ceases to be a member of the College;
  - 55.4 if he resigns his position by written notice to the Secretary;
  - 55.5 if he becomes disqualified by law from acting as a company director or charity trustee; or

- 55.6 if he is removed from office by a resolution of the College duly passed pursuant to Section 168 of the Companies Act;
- 55.7 if he does not attend three consecutive meetings of the Board without good reason unless the Board resolves otherwise.

### **POWERS OF THE BOARD**

- 56. The College shall be managed by the Board, which shall have power to do on behalf of the College everything the College is entitled to do, other than those things which the Companies Act or the Articles require to be done by the College in general meeting, but the Board shall always be bound by the Articles, the Bylaws, the provisions of the Companies Act and by any resolution of the College in general meeting, provided that no such resolution of the College in general meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been made.
- 57. In particular, and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Board shall have the following powers:
  - 57.1 to cause to be made, established, maintained, printed and published a register or registers of persons qualified in its opinion to practice in the Paramedic Profession or any branch thereof, or to recognize the register or registers maintained by the HCPC (UK) or any other appropriate body and containing the names of persons so qualified;
  - 57.2 to make and alter such conditions as it may think fit with regard to the entry of the names of persons on such register or registers, or the submission of such names to the body maintaining the register, and to charge and obtain fees and subscriptions for registration thereon or continuance on such register or registers or in connection with any application for registration;
  - 57.3 to assess and if thought fit approve the standard of the tuition, training, courses, curricula and examinations of and the degrees, diplomas, certificates and other qualifications granted by any body for any branch of the Paramedic Profession for the purpose of qualifying Paramedics for registration on the register or registers or for the purpose of further qualification in any branch of the Paramedic Profession and to admit any such body to recognition as a recognized qualifying body and to continue such recognition and to make and alter such conditions as it may think fit with regard to such admission, continuance, refusal or withdrawal, and to charge and obtain fees or other payments in connection therewith and in connection with any application for admission;
  - 57.4 to award the post-nominal of MCPara to registered full members and the post-nominal FCPara to Fellows;
  - 57.5 to make arrangements with all or any of the Formal Members and Informal Members for collection by the College of the fees or other monies payable by them in respect of registration in the register or registers, such fees or other monies being duly handed over by the College to the body maintaining the register;

- 57.6 to set up, either jointly with such persons or corporate or unincorporated bodies or otherwise as the Board may think fit, advisory committees for the purpose of advising the Board on such matters as the Board shall think fit;
- 57.7 from time to time to make such Bylaws, regulations or standing orders as it thinks fit for regulating the administration of the College and Branches and Specialist Groups of members of the College, subject to the approval by the College in general meeting, and (subject to such approval) from time to time to add to, modify, repeal or vary such Bylaws. All Bylaws so made and for the time being in force shall be binding on the Formal Members and Informal Members of the College and shall have full effect accordingly;
- 57.8 as to the persons and classes of persons eligible for membership of the College or to be admitted as Formal Members and Informal Members of the College;
- 57.8.1 as to the conditions on which and the manner in which persons shall be admitted to membership as Formal Members and Informal Members of the College;
- 57.8.2 as to the subscriptions, fees or other payments to be payable by Formal Members and Informal Members;
- 57.8.3 as to the rights and privileges which shall be accorded to and the qualifications, restrictions and conditions which shall be attached to Formal Members and Informal Members;
- 57.8.4 as to the manner in which membership of Formal Members and Informal Members may be suspended or terminated;
- 57.8.5 as to conditions governing admission to the register or registers and continuance thereon and as to the removal of any person there from;
- 57.8.6 as to the fees or subscriptions to be charged to Formal Members and Informal Members or for registration or continuance on the register or registers or for the submission of names to the body maintaining the register or registers or in connection with any application for admission;
- 57.8.7 as to the conditions governing the admission of recognized qualifying bodies to recognition as such and the continuance of such recognition and the fees and other payments in connection therewith and with any application for admission;
- 57.8.8 as to Branches, their geographical boundaries and regulations affecting them;
- 57.8.9 as to Specialist Groups and the regulations affecting them;
- 57.8.10 as to constituencies for the election of Constituency Members of the Board;

57.8.11 as to the calling of and procedures related to general meetings, ballots, elections, and meetings of the Board and committees thereof; and

57.8.12 as to all such Other matters as the Board may think fit;

provided that:

57.8.12.1 no Bylaw shall contravene any of the provisions of the Articles or the Companies Act;

57.8.12.2 no Bylaw shall be made or, if made, have any validity or effect which would amount to or involve such an addition to or alteration of the Articles as could only legally be made by Special Resolution.

### **PROCEEDINGS OF THE BOARD**

58. The Board shall meet together, adjourn and regulate its meetings as it thinks fit. A Member of the Board may, and the Secretary at the request of a Member of the Board shall, at any time summon a meeting of the Board.

59. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed the quorum shall be four.

60. The Members for the time being of the Board may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the quorum of Members of the Board the Members for the time being may act for the purpose of filling vacancies in the Board or of summoning a general meeting of the College, but for no other purpose.

61. The Chairman (or Vice Chairman) of the College shall be chairman of meetings of the Board, but if there is no such Chairman, (or Vice Chairman) or if at any meeting he is not present within five minutes after the time appointed for holding the same, or if he is unwilling to preside, the Members of the Board present may choose one of their number to chair the meeting.

62. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman (or Vice Chairman) of the meeting shall have a second or casting vote. Proxy votes shall not be accepted at meetings of the Board

63. The Board may from time to time establish such committees as it thinks fit for the better administration of the College and make and vary Bylaws to govern the terms of reference, composition and proceedings of committees. All committees shall fully report their acts and proceedings to the Board as soon as is reasonably practicable.

64. The Board shall cause proper minutes to be made of the proceedings of all meetings of the College, of the Board and of committees of the Board, and all business transacted at such meetings. Any such minutes, if purporting to be signed by the Chairman (or Vice Chairman) of the meeting or by the Chairman (or Vice Chairman) of the following meeting, shall be sufficient evidence without any further proof of the facts stated in the minutes. A copy of the unconfirmed minutes of every meeting of the Board and of



every committee shall be issued to each member thereof as soon as reasonably practicable after the meeting.

65. All acts bona fide done by the Board or a committee of the Board or by any person acting as a Member of the Board or a member of a committee shall, despite the later discovery that there was some defect in the appointment of any Member of the Board or of any member of a committee, or that they were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Board or a member of such committee.
66. A resolution in writing of the Board signed by all the Members of the Board or a resolution in writing of a committee of the Board signed by all the members of the committee entitled to vote shall be as valid and effective as if it had been passed at a duly convened and constituted meeting of the Board or of the committee respectively. The resolution may consist of several documents bearing the identical resolution each signed by one or more Members of the Board or members of the committee, as the case may be, and shall be treated as passed on the date of the last signature.

#### **MEMBERS OF THE BOARD'S INTERESTS**

67. A Member of the Board must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the College or in any transaction or arrangement entered into by the College which has not previously been declared. A Member of the Board must absent himself or herself from any discussions of the Members of the Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the College and any personal interest (including but not limited to any personal financial interest).
68. If a conflict of interests arises for a Member of the Board because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Members of the Board may authorise such a conflict of interests where the following conditions apply:
  - 68.1 the conflicted Member of the Board is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - 68.2 the conflicted Member of the Board does not vote on any such matter and is not to be counted when considering whether a quorum of Members of the Board is present at the meeting; and
  - 68.3 the unconflicted Members of the Board consider it is in the interests of the College to authorise the conflict of interests in the circumstances applying.
  - 68.4 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Member of the Board or to a connected person.

#### **BRANCHES AND SPECIALIST GROUPS**

69. There may be formed separate bodies of members styled Branches and Specialist Groups.

70. Branches shall have geographical boundaries as prescribed by the Board and, subject to article 18, each Branch shall comprise such Formal Members and Informal Members of the College residing or working within its boundaries as elect to become members of it.
71. Specialist Groups shall each have an interest in a separate specialism within the field of paramedicine. Each Specialist Group shall have its own criteria of membership and shall comprise such Formal Members and Informal Members of the College as elect to become members of it.
72. The Board shall from time to time make such Bylaws as it thinks fit to govern the establishment, administration and activities of Branches and Specialist Groups and such reports as they may be required to make to the College.
73. No Branch or Specialist Group shall be established without the approval of its constitution by the Board, nor shall any amendment be made to such constitution without the prior approval of the Board. The Board may at any time require a Branch or Specialist Group to amend its constitution, to modify any aspect of its administration and activities or to be dissolved.

#### **SEAL**

74. The seal of the College (if it has one) shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of a Member of the Board and of the Secretary or such other person as the Board may appoint for the purpose, and that Member of the Board and the Secretary or other person aforesaid shall sign every instrument to which the seal of the College is so affixed in their presence.

#### **ACCOUNTS**

75. The Board shall comply with the requirements of the Companies Act and Charities Acts as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of annual reports, annual returns and annual statements of account.
76. The accounting records of the College shall be kept at the College's Office or, subject to compliance with the Companies Act, at such other place or places as the Board shall think fit and shall be open to the inspection of Members of the Board and, with the consent of the Board, other members of the College. Accounts of the college will be presented once a year at the Annual General Meeting.

#### **AUDITORS**

77. The College shall at each Annual General Meeting appoint auditors to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting, provided that they are eligible for appointment pursuant to the Companies Act.
78. Auditors may be removed at any general meeting of the College, notwithstanding anything in any agreement between the College and the auditors. Any vacancy may be filled by the College in general meeting or by the Board.
79. Auditors who have been duly appointed shall be re-appointed at the next Annual General

Meeting of the College unless

79.1 a resolution has been passed at a general meeting appointing other auditors in their stead or providing expressly that they shall not be reappointed;

or

79.2 they have given notice to the College in writing of unwillingness to be re-appointed; or

79.3 they are ineligible for re-appointment; or

79.4 they have ceased to act as auditors by reason of incapacity.

80. The auditors are entitled to attend any general meeting of the College and to receive all notices of and other communications relating to any general meeting which a member is entitled to receive and to be heard at any general meeting which they attend on any part of the business of the meeting which concerns them as auditors.

81. The remuneration of the auditors shall be fixed by the Board unless the College in general meeting decides otherwise.

82. The College's auditors shall have such rights and duties, including the making of an annual report, as are provided by the Companies Act.

## **INDEMNITY**

83. The College shall indemnify any relevant Member of the Board against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

84. In this article a "relevant Member of the Board" means any Member of the Board or former Member of the Board of the College.

85. The College may indemnify an auditor against any liability incurred by him or her or it:

85.1 in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or

85.2 in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

## **MEANS OF COMMUNICATION TO BE USED**

86. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

86.1 if properly addressed and sent by prepaid United Kingdom first class post to an

address in the United Kingdom, 48 hours after it was posted (or five business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five business days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);

- 86.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 86.3 if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- 86.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a working day.

- 87. In proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the notice, document or other information was delivered to an address permitted for the purpose by the Act.

## **DISSOLUTION**

- 88. If the College is dissolved the assets (if any) remaining after provision has been made for all its liabilities shall be transferred to one or more charities with similar objects to the College or applied directly for the Objects or charitable purposes within or similar to the Objects, as the Members of the College shall determine at an Extraordinary Meeting before the dissolution'

## **DEFINITIONS AND INTERPRETATION**

- 89. In these Articles, unless the context otherwise requires, the following definitions and rules of construction shall apply:

### **Articles**

the Articles of Association of the College for the time being in force

### **Associate members**

anyone engaged or interested in the profession or the College or retired full members

### **Bylaws**

the bylaws, regulations and standing orders of the College for the time being in force

### **College**

College of Paramedics

**College's Office**

the registered office for the time being of the College

**Companies Act**

the Companies Act 2006

**Board**

the Board of Management for the time being of the College

**Emeritus Fellow**

a former Fellow of the College who has retired from their profession in good standing

**Fellows**

a registered full member elected to Fellow status following a nomination by two registered members and a majority vote in favour by the Board

**full members**

HCPC (UK) registered paramedics

**Formal Members**

members entitled to receive notice of and attend and vote at general meetings of the College

**Honorary Fellow**

A person other than a registered member elected to Fellow status following a nomination by two registered members and a majority vote in favour by the Board

**HCPC (UK)**

the Health and Care Professions Board

**Informal Members**

members who are entitled to receive notice of and attend (but not vote at) general meetings of the College and who are entitled to elect a Member to attend meetings of the Board as an observer

**members**

Formal Members and Informal Members

**non-practising members**

HCPC (UK) registered paramedics who are not practicing their profession

**Paramedic**

a person engaged in the Paramedic Profession, whose name appears on the Register

**Paramedic Profession ("the Profession")**

the interpretation and application of the scientific principles and skills of emergency patient care including technical and other work and practice, sciences and subjects ancillary, allied or auxiliary thereto or associated therewith

**prescribed**

prescribed by the Board by Bylaw or otherwise under powers conferred by the Articles

**recognized**

in relation to any tuition, training, course, curriculum, examination, degree, diploma, certificate or other qualification, post or institution, means such of the matters aforesaid as have been assessed and are for the time being approved by the Board for any specified purpose

**recognized qualifying body**

a body the standard of whose tuition, training, courses, curricula or examinations or of the degrees, diplomas, certificates or other qualifications which it grants for any branch or branches of the Paramedic Profession has been assessed and is for the time being approved by the Board for the purpose of qualifying Paramedics for registration on the register or registers

**the register or registers**

the register or registers for the time being established and maintained by or by the direction of the Board, or the register or registers maintained by the HCPC (UK) or any other body recognized by the Board, in which are entered the names (with such other particulars as may be thought fit) of persons qualified in the opinion of the Board to practice in the Paramedic Profession or any branch thereof

**Student members**

those enrolled on HCPC (UK) approved paramedic programs

**United Kingdom**

the United Kingdom of Great Britain and Northern Ireland

**year**

in relation to the length of time for which a member may be elected to office in the College, means the interval between the close of the Annual General Meeting of the College in one year and the close of the Annual General Meeting in the following year

Words denoting the singular shall include the plural also and vice versa where appropriate.

Words denoting one gender only shall include the other gender also where appropriate.

A specified number of days in relation to the length of time with which a notice must be served before an event mean that length of time excluding the day on which the notice is served or deemed to be served and the day of the event.

References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Subject as above, any words or expressions defined in the Companies Act shall, if not inconsistent with the context, bear the same meaning in the Articles.