

ARTICLES OF ASSOCIATION

**Draft articles of association
for the Healthcare Chaplaincy Regulatory Council¹**

Preliminary

1. In these Articles:
 - (a) 'the Council' means the above named Company.
 - (b) 'the Act' means the Companies Act 1985.
 - (c) 'the Memorandum' means the Memorandum of Association of the Council.
 - (d) 'the Articles' means the Articles of Association of the Council.
 - (e) 'Clear Days' in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
 - (f) 'Office' means the registered office of the Council.
 - (g) 'the Seal' means the Common Seal of the Council.
 - (h) 'Secretary' means the Secretary of the Council or any other person appointed to perform the duties of the Secretary of the Council, including a joint assistant or deputy secretary.
 - (i) 'the Register' has the same meaning as is given to that expression in the Memorandum.
 - (j) 'the Registrant' is a member of a Recognised Profession who has fulfilled the entry criteria laid down by the Council and has been accepted as a fully subscribed registrant.
 - (k) 'Healthcare Science Profession' means a profession engaged in medical services or the prevention, diagnosis, treatment and management of disease and disability.
 - (l) words and expressions used in the Articles, unless the context otherwise requires, have the same meaning as in the Act.

¹ In all these papers, use of the word 'he' should be taken also to include 'she'. Similarly, use of the word chaplain should be taken to include spiritual care-giver

- (m) any reference to member of the Council shall be construed as one with the expression 'director' in Section 741(1) of the Act and the expression 'Council hereinafter contained shall be construed accordingly.
- 2. The Council is a private company and shall not offer any of its debentures whether for cash or otherwise to the public or allot any debentures of the Council with a view to all or any of those debentures being offered for sale to the public.

Purposes

- 3. The principal functions of the Council are to establish from time to time standards of education, training, conduct and performance for healthcare chaplains and to ensure the maintenance of those standards.
- 4. The main objective of the Council in exercising its functions is to safeguard the health and well-being of persons using or needing the services of registrants.

Members of the Council

- 4. (i) The members of the Council shall be
 - a) Chairman;
 - b) 15 healthcare chaplaincy registrants
 - b) 15 lay persons.
- (ii) The Council shall have the power to co-opt individuals in an advisory capacity for a defined period of time at the discretion of the Council but who will not thereby become members of the Council. Such co-opted persons shall only be invited to a meeting of the Council at the Council's discretion and shall not be entitled to vote at such meeting.
- (iv) Membership of the Council shall not be transferable or transmissible and shall cease on the death of the member or the registrant member ceasing to be a Registrant.
- 5. Subject as hereinafter provided every member of the Council shall have one vote.
- 6. A member of the Council shall hold office until the 2nd Annual General Meeting after the date of his/her respective nomination or election when he or she shall retire but shall then be eligible for re-nomination or re-election.
- 7. The number of members of the Council shall not exceed 35 and shall not be less than seven.

Officers of the Council

8. The Officers of the Council shall include provision for a Chairman, Registrar, and Treasurer.
9. The Chairman is recruited in open competition with advice from the Appointments Commission. The Chair's post will be held for three years from the first AGM after his appointment and is renewable once by agreement with the Council.
10. The Treasurer shall be a member of the Council and be nominated in writing by three members qualified to vote in this election. If there are more than two nominations, a ballot will be held amongst Council members. The term of office of the Treasurer is three years, renewable once by agreement with the Council.
9. Until the first Annual General Meeting the members of the Council shall be the subscribers to the Memorandum. They may appoint from their members such officers as mentioned in Article 8 to hold office in each case pending the constitution of the Council as aforesaid.
10. Casual vacancies in the offices mentioned in Article 4 may be filled by the Council. Any member appointed by the Council for this purpose shall, except as provided by Article 9, retain office only until the next Annual General Meeting but shall then be eligible for re-election, with the term of office commencing at this time.
11. Lay and registrant members of Council are recruited with advice from the Appointments Commission and will be eligible for re-election with a maximum period actually served by a member to be 10 years. Members shall vacate office upon completing their term. An officer-elect may assist the sitting officer in the performance of his or her duties, but may not assume the role of sitting officer until the time of the Annual General Meeting when the election becomes substantive.

The Registrar

12. Subject to the Provisions of the Act a Registrar shall be appointed by the Council for such time and for such remuneration and upon such conditions as it may think fit. The Council may remove the Registrar from office in accordance with rules agreed before the appointment.

Committees of the Council

13. The Council may appoint an Executive Committee of the Chairman, Registrar and subscribers to ensure the business of the Council can commence. At the first Annual General Meeting, the Executive Committee will appoint members to the Investigative Committee, the Fitness to Practice Committee and the Appeals Committee.
14. The Council will prepare a scheme of delegation which makes clear what powers it reserves to itself and which are to be delegated to the Committees and to the Registrar. The meetings and proceedings of any such committee shall be governed by the provision of the Articles for regulating meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council
15. The Council will appoint a Professional Advisory Committee to be led by a nominee of the Chair of the UK Board for Healthcare Chaplaincy. The Council will appoint the members of the Professional Advisory Committee who will comprise up to five registrants and up to five members of faith and belief communities and up to five members working in NHS management positions, in equal numbers.

General Meetings

15. The Council shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and not more than 15 months shall elapse between the date of one Annual General Meeting of the Council and that of the next.
16. All the general meetings, other than Annual General Meetings shall be called extraordinary general meetings.
17. The Council may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened or such requisition or in default may be convened on such requisition, or in default may be convened by such requisition as provided by Section 368 of the Act.

Notices of General Meetings of the Council

18. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one clear days notice in writing and a meeting of the Council other than an Annual General Meeting or a meeting of the passing of a special resolution shall be called by fourteen clear days notice in writing. The notice shall specify the place, the day and the hour of the meeting and the general nature of the business to be transacted and in the case of an Annual General Meeting, shall specify the meeting as such.

- 19 The notice shall be given in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Council in general meetings, to all the members and to the accountants provided always that with the consent of all the members having the right to attend and vote there, at or of such proportion of them as prescribed by the Act in the case of meetings other than Annual General Meetings a meeting may be convened by such notice as those members think fit.
20. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any such resolution passed, or proceedings had at any meeting.

Proceedings at General Meetings of the Council

21. Business shall not be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided a quorum shall be two-thirds of all the persons who at the commencement of the meeting are members of the Council and are entitled to attend and vote thereat.
22. If within half an hour of the time appointed for the holding of a general meeting a quorum is not present, the meeting if convened on the requisition of the members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council may determine.
23. The Chairman, or in his/her absence, the Treasurer of the Council shall preside as Chairman at every general meeting and if there be no such chairman or treasurer or if at any meeting neither shall be present within 15 minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose one of the members of the Council to preside.
24. The 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 any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. Save as aforesaid, members shall not be entitled to any notice of adjournment or of the business to be transacted at any adjourned meeting.

25. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or any member present or in person. Unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has 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 Council shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution. The demand for a poll may be withdrawn, but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
26. Subject to the provisions of the next succeeding Article if a poll is demanded it shall be taken in such a manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
27. No poll shall be demanded on the election of a Chairman of the meeting or on any question of adjournment.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote in addition to any other vote he may have.
29. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
30. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present, shall be effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Powers and Duties of the Council

31. The duties of the Council are as outlined in Clause 3 of the Memorandum of Association and its powers are subject to the provisions of the Act.
31. The Council may from time to time and at any time make such rules or bye-laws not inconsistent with the Memorandum and Articles as the Council consider to be in the good interests of the Council and such rules or bye-laws shall be construed separately from the Articles except as such rules or bye-laws provide to the contrary but nevertheless shall be binding on the members as therein provided.

32. The number of Registrants which the Council can register is unlimited.
33. All cheques, promissory notes, drafts, bills of exchange and negotiable instruments and all receipts for monies paid to the Council shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any officers of the Council in such manner as the Council shall from time to time determine.
34. The Council shall cause minutes to be made:-
 - a) of all the appointments of Officers made by the Council
 - b) of the names of the members of the Council present at each meeting of the Council and any committees thereof, and
 - c) of all resolutions proceedings and business at all meetings of the Council and any committee.
35. The Council for the time being may not act notwithstanding any vacancy in their body provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribe by or in accordance with the Articles it shall be lawful for them to act as the Council for the purpose of admitting persons as a member of the Council, filling up vacancies in their body, or of summoning a general meeting but not for any other purpose.

Disqualification of members of the Council

36. The office of a member of Council shall be vacated if he or she:
 - a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - b) is, or may be suffering from mental disorder and either:
 - (i) is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or the Mental Health (Scotland) Act 1960; or
 - (ii) an Order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver or other person to exercise powers with respect to his or her property or affairs; or
 - (c) resigns his or her office by notice in writing to the Council; or
 - (d) ceases to be a registrant
 - (e) becomes prohibited from holding office by reason of any of the matters the Company Directors Disqualification Act 1986; or

- (f) is convicted of an offence which is likely to bring the Council into disrepute; or
 - (g) is removed from office under the provisions of the Act or of the Articles;
- immediately upon the beginning of such of any event.

Removal of members of Council

37. In addition and without prejudice to the provisions of Section 303 of the Act, the Council may, by extraordinary resolution, remove any member of the Council from the Council.

Proceedings of the Executive Committee

38. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum (not being less than 3 members of the Executive Committee) necessary for the transaction of business. Unless otherwise determined, a majority of the members of the Executive Committee for the time being shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A member of the Executive Committee may summon a meeting of the Executive Committee at any time.
39. A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Council.
40. All acts bona fide done by any meeting of the Executive Committee or any committee of the Council, or by a person acting as a member of the Executive Committee shall, notwithstanding it is afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed or duly continued in office and was qualified to be a member of the Executive Committee.
41. A resolution in writing signed by all the members of the Executive Committee entitled to receive notice of a meeting of the Executive Committee or of a Committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) a committee of the Council duly convened and held and may consist of several documents in the like form each signed by one or more members of the Executive Committee or of such committee of the Council.

The Seal

42. The Seal shall only be used by the authority of a resolution of the Council. The Council may determine who shall sign any instrument to which the Seal is affixed and unless so determined it shall be signed by two officers of the Council and such signature shall be conclusive evidence of the fact that the Seal has been properly affixed.

Accounts

43. The Council shall cause accounting records to be kept in accordance with Section 221 of the Act and accountants shall be appointed and their duties regulated in accordance with the Act.
44. The accounting records shall be kept at the office, or subject to Section 222 of the Act at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
45. The Council shall, from time to time, cause to be prepared and be laid before the Association in a general meeting such income and expenditure accounts and balance sheets and reports as are required by Sections 227, 228, 235 and 236 of the Act and otherwise comply with the requirements of Chapter 1 of Part VII of the Act.
46. A copy of every balance sheet (including every document required by law to be annexed hereto) which is to be laid before the Council in a general meeting, together with a copy of the accountant's report and report of the Council shall, not less than 21 days before the date of the meeting, be sent to every member of the Council.
47. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Executive Committee need not be in writing.
48. A notice may be given by the Council to any member of the Council either personally or by sending it by post to him or her at his or her registered address or (if he or she has no registered address in the United Kingdom) to the address, if any supplied by him or her, to the Council for the giving of notices to him or her.
49. Notice of every general meeting shall be given in any manner hereinbefore authorised:
 - a) to every member of the Council except those members who (having no registered address within the United Kingdom) have not supplied to the Council an address within the United Kingdom for the giving of notices to them; and

- b) to the accountant for the time being of the Council

No other person shall be entitled to receive notices of general meetings.

Dissolution

50. The provisions for the time being in the Memorandum relating to the winding-up and the dissolution of the Council shall have effect as if the same were repeated in these presents.

Indemnity

51. Subject to Section 310 of the Act every member of the Council and its accountant shall be indemnified out of assets of the Council against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto including any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment is given in his or her favour in which he or she is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him or her by the Court and no member of the Council or other officer shall be liable for any loss, damage or misfortune that may happen to or be incurred by the Council in the execution of the duties of his or her office or in relation thereto.

We, the several persons whose names and addresses are desirous of being formed into a company in pursuance of these Articles of Association.

Names and Addresses of the Subscribers: