

COMPANY NUMBER 454169

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES

OF

THE ROYAL NATIONAL INSTITUTE FOR DEAF PEOPLE

(As altered by Special Resolutions passed on
the 4th day of July 1952, the 9th day of July
1965, the 29th day of December 1966, the 10th
day of November 1971, the 3rd day of October
1973, the 6th day of October 1976, the 4th day
of October 1978, the 14th day of October 1987
and the 28th day of October 1992 and 15th day
of October 1997)

Incorporated on the 14th day of May 1948



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
THE ROYAL NATIONAL INSTITUTE FOR DEAF PEOPLE

1. The name of the Company (hereinafter called "the Institute") is "The National Institute for the Deaf"*.
2. The registered office of the Institute will be situate in England.
3. The objects for which the Institute is established are to promote and encourage the prevention and mitigation of deafness and the better treatment, education, training, employment and welfare of deaf people (which expression in this Memorandum includes the full range of deaf people whose hearing is significantly different from that of the general population), generally to promote, safeguard and protect the interests and welfare of deaf people;
4. Powers

To promote its objects but not for any other purpose the Institute shall have power:-
 - 4.1 to bring together in council representatives of the various national and local bodies engaged in promoting or protecting the welfare of deaf people, together with representatives of public opinion and persons engaged in general social welfare work;
 - 4.2 to support, financially or otherwise, and co-operate with local and other bodies, institutions, agencies, societies or associations, incorporated or unincorporated, engaged in any work for the welfare of deaf people;

* Name changed to "The Royal National Institute for the Deaf" on the 19th day of July 1962, pursuant to a special resolution passed on the 13th day of July 1962.

* Name changed to "The Royal National Institute for Deaf People" on 1st December 1992 pursuant to a special resolution passed on the 28th day of October 1992.

- 4.3 to promote or support, financially or otherwise, the training of teachers of and welfare workers for deaf people;
- 4.4 to promote, oppose and watch over legislation affecting deaf people, and to promote, support and assist the carrying into effect of any legislation affecting deaf people;
- 4.5 to provide facilities for social intercourse between deaf people, and for this purpose to establish, maintain, manage and assist, financially or otherwise, clubs for deaf people, provided always that any such facilities or clubs shall be for the benefit of deaf people generally and shall not be restricted, directly or indirectly, to members of the Institute;
- 4.6 to establish, maintain and manage institutions, homes, hostels, rest houses and holiday homes or camps for the treatment, care or benefit of deaf people, and to assist deaf people, financially or otherwise, in obtaining medical or surgical advice or treatment;
- 4.7 to assist deaf people (not being members of the Institute), financially or otherwise, in obtaining technical, professional or general education, and to establish, maintain and manage colleges, schools and classes for the technical, professional or general education of deaf people, and to provide, financially or otherwise, for the delivery and holding of lectures, exhibitions, public meetings, classes, concerts and conferences calculated, directly or indirectly, to advance the cause of such education;
- 4.8 to assist deaf people in obtaining employment or establishing themselves in trades, professions or occupations by establishing employment bureaux or departments or by granting financial assistance or otherwise;
- 4.9 to conduct and encourage or support, financially or otherwise, investigation or research into the causes, prevention, cure, mitigation or treatment of deafness or into any matter concerned with the welfare of deaf people and to collect, publish and distribute information thereon in the United Kingdom or elsewhere;
- 4.10 to encourage and support, financially or otherwise the discovery of, and to investigate and make known the nature, qualities and effects, of inventions which are or may be considered capable of being applied, directly or indirectly, to the prevention, cure, mitigation or treatment of deafness or for purposes, beneficial or advantageous to deaf people, and to acquire any patents, licences

or other protection covering any such invention.

- 4.11 to appeal for, raise, collect, expand, invest and accumulate funds, income and other property, and to receive subscriptions, donations, and legacies for the purposes aforesaid, and to undertake and carry out propaganda work of all descriptions for making known the objects of the Institute obtaining funds for carrying out such objects, co-ordinating the efforts and activities of all persons and bodies engaged in or interested in securing the welfare of deaf people or the prevention, cure, amelioration or treatment of deafness, and generally furthering the objects of the Institute;
- 4.12 to undertake and execute any trusts established or constituted wholly or partially for the prevention, cure, mitigation or treatment of deafness or for benefitting deaf people or any particular deaf individual or class of deaf people or his or their dependants, and to establish, superintend, administer and contribute to any charitable funds established for the like purposes, and to give charitable aid to any deaf individual or the dependants of any deaf individual who may be in poor financial circumstances, and who is or are not a member or members of the Institute;
- 4.13 to grant pensions or gratuities to any employees or ex-employees of this Institute or dependants of any such persons, and to establish or support funds and trusts which may be considered calculated to benefit any such persons; provided that such persons shall not at the time of receiving such pensions or gratuities be members of the Institute;
- 4.14 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary or convenient for the promotion of its powers, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institute;
- 4.15 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be thought expedient with a view to the promotion of its powers;
- 4.16 to undertake and execute any trusts which may lawfully be undertaken by the Institute and may be conducive to its objects;
- 4.17 to borrow or raise money for the purposes of the Institute on such terms and on

such security as may be thought fit;

- 4.18 to invest the monies of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that monies subject or representing property subject to the jurisdiction of the Charity Commissioners shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law;
- 4.19 to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Institute or calculated to further its objects;
- 4.20 to effect insurance by or on behalf of any trustee or officer of the Institute against their liability in respect of acts which are undertaken by them in the administration of the Institute either properly or in breach of trust but in the bona fide belief that they were not in breach of trust; and to bear the cost of effecting and maintaining such insurance from the property of the Institute or its income;
- 4.21 to acquire, retain and dispose of any wholly owned subsidiary provided that:-
 - 4.21.1 such subsidiary pays all of its profits available for distribution to the Institute to be applied towards the promotion and carrying out of the objects and powers of the Institute;
 - 4.21.2 no Trustee or other person concerned in the management of the Institute shall hold any salaried office or employment in such subsidiary or enter into any contract with such subsidiary other than a contract which if entered into by the Institute would not have infringed clause 4 hereof;
 - 4.21.3 such subsidiary may make any payment in good faith of reasonable and proper remuneration to any member, officer or servant of the Institute not being a Trustee of the Institute for any services actually rendered to such subsidiary; and
 - 4.21.4 the Institute shall not bear any costs of incorporation or acquisition of any such subsidiary nor shall the Institute enter into any transactions with any such subsidiary save for transactions on an arm's length basis.

- 4.22 to carry on trade ancillary to the Institute's objects.
- 4.23 to do all such other things as are identical or conducive to the attainment of the above objects or any of them.
5. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the object of the Institute as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Institute.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Institute, or to any member of the Institute, in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Institute; but so that no trustee of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any trustee of the Institute, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, or telephone company of which a trustee of the Institute may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

6. The liability of members is limited.
7. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Institute contracted before he ceases to be a member and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.05.
8. If upon the winding up or dissolution of the Institute there remains, after the

satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other charitable institution or institutions having objects compatible with the objects of the Institute, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Institute, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Institute; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being, such accounts shall be open to the inspection of the members. Once at least in every year the accounts of the Institute shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE ROYAL NATIONAL INSTITUTE FOR DEAF PEOPLE

(Adopted by Special Resolution passed 28th October 1992
and as altered by Special Resolution on 18th October 1995)

GENERAL

- 1.1 In these Articles the words standing in the first column of the following Table shall bear the meanings set opposite to them respectively in the second column, if not inconsistent with the subject or context.

WORDS

MEANINGS

"The Act"

The Companies Acts 1985 to 1989, including any statutory modification or re-enactment for the time being in force.

"Annual Meeting of the assembly"

The annual meeting of the Assembly to be held in each year at such time as the Board of Trustees shall determine.

"Annual Meeting of the Board of Trustees"

The annual meeting of the Board of Trustees to be held in each year in accordance with Article 58.

"Annual General Meeting"

The annual general meeting of the members of the Institute to be held in each year in accordance with Article 11.

"Affiliated Bodies"

The Scottish Association for the Deaf The Ulster Institute for the Deaf The Wales

	Council for the Deaf.
"The Articles"	These Articles of Association as from time to time altered or added to.
"The Assembly"	The RNID Assembly specified in Article 67.
"The Board of Trustees"	The board of trustees of the Institute specified in Article 36.
"Chair"	The person appointed by the Board of Trustees pursuant to Article 77 to be the chair of the Institute and one of the Honorary Officers.
"Clear Days"	In relation to the period of notice, that period excluding the day when the notice is given or deemed to be given and the date for which it is given or on which it is to take effect.
"Committee"	A committee of the Board of Trustees to which the Board of Trustees has delegated its powers pursuant to Article 40.
"Corporation"	Any body corporate as defined by section 740 of the Act.
"Group"	A group set up by the Board of Trustees pursuant to and in accordance with Article 42.
"Honorary Officers"	The persons appointed under these Articles to act either as the Chair, the Vice Chair of the Institute or the Honorary Treasurer of the Institute.
"Honorary Treasurer"	The person appointed by the Board of Trustees pursuant to Article 77 to be the Honorary Treasurer of the Institute and one of the Honorary Officers.
"The Institute"	The Royal National Institute for the Deaf*. *now The Royal National Institute for Deaf People.

"Memorandum of Association"	The memorandum of association of the Institute as from time to time altered or added to.
"Month"	A calendar month.
"Office"	The registered office of the Institute.
"President"	The person appointed by the Board of Trustees, pursuant to Article 74 to be the President of the Institute.
"Regional Associations"	The Midland Regional Association for the Deaf; The North Regional Association for the Deaf; The South East Regional Association for the Deaf and The West Regional Association for the Deaf.
"the Review Committee"	The Committee established by the Board of Trustees comprising at least one Trustee and other such persons as the Trustees shall deem appropriate to consider appeals made under Article 8.1.
"Seal"	The common seal of the Institute.
"Secretary"	The Secretary of the Institute or any other person appointed to perform the duties of the secretary of the Institute including a joint, assistant or deputy secretary.
"Transitional Arrangements"	The transitional arrangements providing (inter alia) for the constitution of the first Board of Trustees and on the first Assembly as set out in the special resolution of the Institution adopting these Articles.
"Trustee"	A person either elected to or co-opted by the Board of Trustees to be a Trustee of the Institution on the Board of Trustees.
"The United Kingdom"	Great Britain and Northern Ireland.

"Vice-Chair of the Assembly"	The persons elected by the members of the Assembly to be the vice-chair of the Assembly.
"Vice-Chair of the Institute"	The person appointed by the Board of Trustees pursuant to Article 76 to be the vice-chair of the Institute and one of the Honorary Officers.
"In Writing"	Written, printed or lithographed, or partly one and partly another, and other modes or representing or reproducing words in the written form.

1.2 Words importing the singular number shall include the plural number, and vice versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall include Corporations. Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification not in force when these Articles become binding on the Institute.

1.3 The Institute is established for the purpose expressed in the Memorandum of Association.

MEMBERS

3. The number of members which the Institute proposed to register is unlimited.

4.1 The members of the Institute shall be the persons who, immediately before the adoption of these Articles, are registered as members of the Institute in its register of members and such other persons as may be admitted as members of the Institute in accordance with the policy laid down by the Board of Trustees from time to time.

4.2 If a person becomes a member as a representative of an unincorporated association or body, the name of the member, the name of the unincorporated association or body and the fact that the member is its representative shall be entered in the register of members.

4.3 Subject to the Institute's right to decline to accept any person as a member, an unincorporated association or body shall be able to replace the member who is its representative with another person by giving notice in writing to the Institute without it being necessary for the outgoing member to give notice or the incoming

member to complete an application form.

5. Every person desiring admission as a member of the Institute shall apply for membership in such form and manner as the Board of Trustees may for the time being prescribe and pay the subscription for the time being in force.
6. The Institute may refuse to admit any person to membership of the Institute without showing cause.
7. A member may at any time by notice in Writing signed by him and sent or delivered to the Secretary, resign his membership and at the next meeting of the Board of Trustees after the receipt of such notice his name shall be struck from the register of members and he shall cease to be a member.
- 8.1 The Board of Trustees may resolve to remove any person as a member of the Institute without giving cause. Any member so removed shall have the right to appeal within a period of 28 days from the date of his removal by serving written notice on the Secretary at the Office. The Review Committee shall hear his appeal within 28 days of the date of receipt by the Secretary of the notice of appeal.
- 8.2 The membership of any member who fails within 90 clear days after written notice by the Institute requesting payment to pay in full any subscription shall automatically be cancelled. The member concerned shall cease forthwith to be a member and his name shall be removed from the register of members.
- 8.3 Any person ceasing by any means to be a member shall remain liable for and shall pay to the Institute all monies due from him to the Institute at the time of his ceasing to be member or for which he become liable under the provisions of the Memorandum of Association.
9. Subject to Articles 4.2 and 4.3 the rights and privileges of membership shall be personal to a member and not transferable or transmissible and shall cease on their death or being a Corporation on its dissolution or ceasing to exist.

SUBSCRIPTIONS

10. Subscriptions shall become due and payable by members of the Institute on the date of joining the Institute and on the anniversary thereof in each subsequent year at such rate or rates as the Board of Trustees shall reasonably determine. A person ceasing to be a member shall not be entitled to any refund of the whole or part of any subscription which has been paid.

GENERAL MEETINGS

11. The Institute will hold a general meeting in every calendar year as the Annual General Meeting, at such time and such place as may be determined by the Board of Trustees, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
12. All general meetings other than Annual General Meeting shall be called extraordinary general meetings.
13. The Board of Trustees may whenever they think fit call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.
- 14.1 An Annual General Meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Trustee 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.
 - 14.1.1 in the case of an Annual General Meeting, by all the members entitled to attend and vote at such meetings; and
 - 14.1.2 in the case of any other 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-five per cent of the total voting rights at the meeting of all the members.
- 14.2 The notice shall specify the time and place 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.
- 14.3 The notice shall be given to all the members, the Trustees, the members of the Assembly and the auditors.
15. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

16. No business shall be transacted at any meeting unless a quorum is present. Twenty five persons personally present each being a member or a duly authorised representative of a Corporation shall be a quorum.
- 17.1 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such quorum ceases to be present, the meeting shall:
 - 17.1.1 if convened on the requisition of members be dissolved; and
 - 17.1.2 in any other case, stand adjourned to the same day in the next week at the same time and place, or at such other time and place as the chair of the meeting shall appoint.
- 17.2 If at such adjourned meeting, such quorum of members is not present within half an hour from the time appointed for the meeting, the members present in person or by proxy shall form a quorum.
18. The President, or failing him, the Chair of the Institute, shall preside as chair of the meeting, but if neither the President nor the Chair of the Institute be present within five minutes after the time appointed for holding the meeting, the members present shall elect a Trustee, or if no such Trustee be present, or if all the Trustees decline to act, the members of the Institute present shall choose one of their number to be chair of the meeting.
19. The chair of any Annual General Meeting may, with the consent of a 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 which might properly have been transacted at the meeting and the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
20. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - 20.1 by the chair of the meeting; or
 - 20.2 by at least 5 members having the right to vote at the meeting; or

20.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

and a demand by a person as proxy for a member shall be the same as a demand by the member.

21. Unless a poll is duly demanded a declaration by the chair 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 meeting shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
22. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair of the meeting 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.
23. A poll shall be taken as the chair of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. In the case of equality of votes, whether on a show of hands or on a poll, the chair of a meeting shall be entitled to a casting vote in addition to any other vote he may have.
25. Subject to the provisions of Article 26, if a poll is demanded in the manner aforesaid it shall be taken forthwith or at such time and place as the chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
26. No poll shall be demanded on the election of a chair of a meeting or on any question of adjournment.
27. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven Clear Days' notice shall be given specifying the time and

place at which the poll is to be taken.

28. 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 as effectual as if it had been passed at a general meeting duly convened and held and may consist of several documents in the same form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

- 29.1 On a show of hands each member who is present in person or (being a Corporation) is present by a duly authorised representative shall have one vote.
- 29.2 On a poll every member present in person or (being a Corporation) present by a duly authorised representative or by proxy shall have one vote.
- 29.3 Save as herein expressly provided, no member, other than a member duly registered who shall have paid every subscription or other sum (if any) which shall be due and payable to the Institute in respect of his membership shall be entitled to vote on any question personally at any general meeting or to appoint a proxy to attend any such meeting.
30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair or the meeting, whose decision shall be final and conclusive.
31. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board of Trustees may approve):

“THE ROYAL NATIONAL INSTITUTE FOR DEAF PEOPLE

I/We, _____ of _____
_____, being member/members of the above-named
Institute, hereby appoint _____ of _____
or failing him, _____ of _____
as my/our proxy to vote in my/our name(s) and on my behalf at the
annual/extraordinary general meeting of the Institute to be held on

199[], and at any adjournment thereof.

Signed on 199[]".

32. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board of Trustees may approve):

"THE ROYAL NATIONAL INSTITUTE FOR DEAF PEOPLE

I/We, _____ of _____
_____, being member/members of the above-named
Institute, hereby appoint _____ of _____
or failing him, _____ of _____
as my/our proxy to vote in my/our name(s) and on my behalf at the
annual/extraordinary general meeting of the Institute to be held on
199[], and at any adjournment thereof.

This form to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1	*for	*against
Resolution No. 2	*for	*against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this _____ day of _____ 199[]".

33. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board of Trustees shall:-
- 33.1 be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Institute in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the

instrument proposed to vote; or

- 33.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 33.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair of the meeting, or to the Secretary

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 34. A vote given or poll demanded by proxy or by the duly authorised representative of a Corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Institute at the Office, or at such other place at which the instrument of Proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting), the time appointed for taking the poll.

THE BOARD OF TRUSTEES

- 35. Unless otherwise determined by the Institute in general meeting, the number of Trustees shall not exceed eighteen.
- 36. Subject to the Transitional Arrangements, the Board of Trustees shall comprise the following:-

36.1 Trustees Elected from the Members

nine members of the Institute entitled to attend and vote at general meetings or, in case of members which are Corporations, their duly appointed representatives duly elected as Trustees by the members of the Institute in accordance with Article 50.

36.2 Trustees Elected from the RNID Assembly

the Vice-Chair of the Assembly elected under the provisions of Article 70 to be an ex-officio Trustee and two further members of the Assembly elected by the Assembly to be Trustees.

36.3 Co-opted Trustees

up to six persons, co-opted by the Board of Trustees under the provisions of Article 55.

37. The first Trustees on the Board of Trustees following the adoption of these Articles shall be determined in accordance with the Transitional Arrangements.

POWERS OF THE BOARD OF TRUSTEES

38. Subject to the provisions of the Act, the Memorandum of Association and the Articles and to any directions given by special resolution:-

- 38.1 the business of the Institute shall be managed by the Board of Trustees which may exercise all the powers of the Institute. No alteration of the Memorandum of Association or the Articles and no such direction shall invalidate any prior act of the Board of Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited to any special power given to the Board of Trustees by the Articles and a meeting of the Board of Trustees at which a quorum is present may exercise all powers exercisable by the Board of Trustees.
- 38.2 the Board of Trustees may make rules, regulations or byelaws for the effective and efficient conduct and management of the Institute. The Board of Trustees shall adopt such means as it may deem sufficient to bring to the notice of members of the Institute all such rules, regulations or byelaws, which so long as they remain in force shall be binding on all members of the Institute.

The Institute in general meeting shall have the power to alter or repeal, the rules, regulations or byelaws and make additions thereto, provided that no such alteration or addition shall be inconsistent with the provisions of the Act or the Memorandum of Association and the Articles of the Institute.

39. The Board of Trustees may by power of attorney or otherwise, appoint any person to be the agent of the Institute for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

COMMITTEES

40. The Board of Trustees may from time to time delegate any of its powers or refer any of its functions in connection with the management and administration of the

Institute to any permanent or ad-hoc Committee including one or more Trustees.

41. The other constituent members on a Committee shall be those persons selected by the Board of Trustees as being able to offer appropriate advice, guidance or other benefits in connection with the specific purpose for which the Committee was constituted. Such members shall not be entitled to assume any of the duties or exercise any of the powers or discretion of the Board of Trustees nor to hold themselves out as being Trustees.
42. The Board of Trustees shall have power to set up from time to time permanent or ad-hoc Groups consisting of such persons as the Board of Trustees shall consider appropriate upon such terms and conditions as the Board of Trustees shall from time to time decide, to act or advise on any matter deemed by the Board of Trustees to merit special action or professional or other advice any such Group shall have and exercise any such powers as the Board of Trustees shall refer to it and the Board of Trustees shall further have the power to withdraw, enclose or modify the powers so referred.
43. Any delegation of powers to a Committee or a Group may be made subject to any conditions which the Board of Trustees may impose and which may be revoked or altered as they shall determine.
44. The proceedings of a Committee or a Group shall be governed by the relevant provisions of these Articles regulating the proceedings of the Board of Trustees in so far as they are capable of applying to such Committee or Group and so far as not altered by any rules, regulations or byelaws made by the Board of Trustees.
45. The delegation of the powers of the Board of Trustees to a Committee pursuant to Article 40 or to a Group pursuant to Article 42 is subject to the provisos that all acts and proceedings of any Committee or Group shall be fully and promptly reported back to the Board of Trustees and that any funds agreed to be expended by such Committee or Group shall only be expended within a budget previously agreed by the Board of Trustees.

APPOINTMENT AND RETIREMENT OF TRUSTEES

46. At every Annual General Meeting, one third of the Trustees elected by the members of the Institute or, if their number is not three or a multiple of three, the number nearest to one third, shall retire from office.
47. Subject to the provisions of the Act, the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or re-

appointment but as between Trustees who became or were last re-appointed as Trustees on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

48. A Trustee retiring at an Annual General Meeting shall as provided by Article 50 but subject to Article 53 be eligible for re-election and if he is not re-elected he shall hold office until the conclusion of the business of such meeting.
49. Any person co-opted as a Trustee by the Board of Trustees pursuant to Article 55 shall hold office for such period as the Board of Trustees shall at the date of his co-option determine. At the expiry of his period of office such a co-opted Trustee shall retire as a Trustee but subject to Article 53 being eligible for re-co-option by the Board of Trustees.
- 50.1 In respect of Trustees elected by the members of the Institute, not less than forty-nine Clear Days before each Annual General Meeting, the Board of Trustees shall give notice in writing:
 - 50.1.1 to each Trustee elected from the members of the Institute who is due to retire, inviting them, if they so wish, to signify by notice their intention to offer themselves for re-election; and
 - 50.1.2 to each member of the Institute, specifying the places on the Board of Trustees which are expected to fall vacant at the Annual General Meeting and inviting each member who has been a member for at least 6 months at the date of the close of nominations to nominate any individual or individuals to fill those vacancies provided that any person so nominated must have been a member of the Institute for at least 6 months prior to the date of the close of nominations.
- 50.2 All notices and nominations given to the Board of Trustees pursuant to Article 50.1 shall be made in writing in such form and executed in such manner as the Board of Trustees may prescribe. No such notice or nomination shall be valid unless delivered to the Office at least thirty-five Clear Days before the date of the Annual General Meeting to which it relates.
- 51.1 If the number of notices received from those Trustees elected by the members of the Institute who are due to retire and the nominations received from the members of the Institute pursuant to Article 50 is less than or equal to the number of vacancies to be filled, the individuals to which such notices and nominations relate shall take office as Trustees with effect from the conclusion of the Annual General Meeting in respect of which notices and nominations are made. If the

number of notice and nominations received from members of the Institute exceeds the number of vacancies to be filled, the individuals to take office as Trustees shall be those of the nominees or retiring Trustees seeking re-election who are elected by a postal ballot of those members of the Institute who will have been members of the Institute for at least 6 months on the date of despatch of the ballot papers.

- 51.2 On a ballot each member of the Institute shall have as many votes as there are vacancies to be filled but otherwise ballots shall be conducted in such manner as the Board of Trustees may determine.
- 51.3 The appointment of a Trustee elected by ballot shall take effect from the conclusion of the Annual General Meeting in respect of which the nominations were made.
- 52. The accidental omission to give notice for the appointment of Trustees, or to send ballot papers to, or the non-receipt of such notice or ballot papers by any person entitled to receive such notice or ballot papers or the non-receipt by the Institute of any ballot returns, shall not invalidate any appointment or ballot.
- 53. Subject to the Transitional Arrangements, the total consecutive period in office of any person appointed as a Trustee shall not extend beyond a period ending at the conclusion of the business of the ninth Annual General Meeting following the meeting at which he was first appointed to such office.
- 54. In the event that a Trustee elected by the members of the Institute shall cease to be a Trustee for any reason other than his retirement pursuant to Articles 46, 49 or 53, the Board of Trustees may appoint a person who is willing to act to be a Trustee to fill such a vacancy. A Trustee so appointed shall hold office only until the next following Annual General Meeting. If not elected as a Trustee at such meeting he shall vacate office at the conclusion of such meeting.
- 55. The Board of Trustees may co-opt not more than six persons to be Trustees such persons to hold office in accordance with the provisions of Article 49.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

- 56. The office of a Trustee shall be vacated if:
 - 56.1 he ceases to be a Trustee by virtue of any provision of the Act or he becomes prohibited by law from being a Trustee; or
 - 56.2 he becomes bankrupt or makes any arrangement or composition with his creditors

generally; or

56.3 he is, or may be suffering from mental disorder and either:

56.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

56.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

56.4 he ceases to be a member of the Institute; or

56.5 he resigns his office by notice to the Institute; or

56.6 he shall for more than twelve consecutive months have been absent without permission of the Board of Trustees from meetings of the Board of Trustees held during that period and the Board of Trustees resolves that his office be vacated; or

56.7 he is removed from office by virtue of a resolution duly passed by a general meeting pursuant to section 303 of the Act.

PROCEEDINGS OF THE BOARD OF TRUSTEES

57. Subject to the provisions of the Articles, the Board of Trustees may regulate its proceedings as it thinks fit. Five Trustees may and the Secretary at the request of five Trustees shall call a meeting of the Board of Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the Institute shall have a second or casting vote.

58. The Annual Meeting of the Board of Trustees shall be held in each year at such time as the Board of Trustees may determine, not being more than twenty-eight Clear Days after the date of the last Annual General Meeting.

59. The quorum for the transaction of the business of the Board of Trustees shall be five.

60. The continuing Trustees may act notwithstanding any vacancies in their number but if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
61. The Chair shall preside at every meeting of the Board of Trustees at which he is present. But if there is no Trustee holding office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice-Chair of the Institute will be chair of the meeting. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Board of Trustees may appoint one of their number to be chair of the meeting.
62. All acts done by a meeting of the Board of Trustees or any committee of the Board of Trustees, or by a person acting as a Trustee shall, notwithstanding that it be afterwards discovered that there was defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
63. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of the Board of Trustees or of a committee of the Board of Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or (as the case may be) a committee of the Board of Trustees duly convened and held and may consist of several documents in the same form each signed by one or more trustees.
- 64.1 Save as otherwise provided by these Articles, a Trustee shall not vote at a meeting of the Board of Trustees or of a committee on any resolution concerning a matter in which he has directly or indirectly an interest or duty which is material and which conflicts or may conflict with the interests of the Institute, unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
- 64.1.1 the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to or an obligation incurred by him for the benefit of the Institute; or
- 64.1.2 the resolution relates to the giving to a third party of a guarantee security or indemnity in respect of an obligation of the Institute for

which the Trustee has assumed responsibility in whole or part and whether alone or jointly with others under guarantee or indemnity or by the giving of security.

- 64.2 For the purposes of Article 64.1 an interest of a person who is for the purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Institute) connected with a Trustee shall be treated as an interest of the Trustee.
65. A Trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
66. If a question arises at a meeting of the Board of Trustees, or of a committee, as to the right of a Trustee to vote, the question may before the conclusion of the meeting be referred to the chair of the meeting and his ruling in relation to any Trustee other than himself shall be final and conclusive.

THE RNID ASSEMBLY

- 67.1 In accordance with the Transitional Arrangements there shall be established an Assembly the functions of which shall be as set out in Article 68.
- 67.2 Subject to the Transitional Arrangements the constitution and proceedings of the Assembly shall be as determined by the Board of Trustees from time to time in rules, regulations or byelaws adopted by the Board of Trustees for the regulation of the Assembly.

FUNCTIONS OF THE RNID ASSEMBLY

- 68.1 Subject to any subsequent directions of the Board of Trustees, the functions of the Assembly will be:
- 68.1.1 to provide a discussion forum on relevant policy issues of concern to the Institute in all the Institute's work including those areas where the Institute does not provide a service; and
 - 68.1.2 to act as an information exchange and liaison forum for the Institute.
69. The Assembly may give appropriate recommendation and advice to the Board of Trustees arising as a result of its discussions provided however that the Board of Trustees shall not be bound to accept or act upon any such recommendations or advice.

VICE CHAIR OF THE RNID ASSEMBLY

70. The individual members of the Assembly will be at the Annual General Meeting of the Assembly elect one of their number to be the Vice-Chair of the Assembly.
71. The person so elected as Vice-Chair of the Assembly shall act in such capacity for such period as may be determined by the assembly but in any event not exceeding a period ending at the conclusion of the business of the third Annual Meeting of the Assembly following the meeting at which he was so elected. At the expiry of his term of office such person shall subject to Article 72 be eligible to be re-elected in such capacity for a consecutive term.
72. The total consecutive period of office of any person elected as the Vice-Chair of the Assembly shall not extend beyond a period ending at the conclusion of business of the ninth Annual Meeting of the Assembly following the meeting at which he was first elected to such office.

PATRON

- 73.1 The Board of Trustees may appoint a Patron who shall hold office until such time as he shall retire or is removed from office by the Board of Trustees. A Patron need not necessarily be a member of the Institute.
- 73.2 A Patron shall not be or become an officer or trustee of the Institute for any of the purpose of the Act.

PRESIDENT

- 74.1 The Board of Trustees shall appoint a President who shall hold office until such time as he shall retire or be removed from office by the Board of Trustees. The President so appointed must be a member of the Institute.
- 74.2 The President shall not be or become a Trustee and shall not by reason of his office be entitled to vote at any meeting of the Board of Trustees but shall be entitled to receive notice of and to attend all such meetings.

VICE-PRESIDENTS

- 75.1 The Board of Trustees may from time to time appoint any person not necessarily being a member of the Institute to be a Vice-President of the Institute. A Vice-President shall hold office until such time as he shall retire or be removed from office by the Board of Trustees.

Board of Trustees may determine.

81. The Board of Trustees may from time to time fill any vacancy caused by the death or resignation of the Chair, the Vice-Chair of the Institute or the Honorary Treasurer. The person so appointed shall hold office until the conclusion of the business of the Annual Meeting of the Board of Trustees next following the date of his appointment and shall be eligible subject to his continuing as a Trustee to stand for election at that meeting. The period from appointment to the date of the next Annual Meeting of the Board of Trustees shall not be taken into account in determining the maximum period of service.

SECRETARY

82. Subject to the provisions of the Act, the Secretary shall be appointed by the Board of Trustees for such term, at such remuneration and upon such conditions as it may think fit. Any Secretary so appointed may be removed by the Board of Trustees. The Secretary shall not be a member of the Institute or a member of the Board of Trustees.

MINUTES

83. The Board of Trustees shall cause minutes to be made in books kept for the purpose:-
 - 83.1 of all appointments of officers made by the Board of Trustees; and
 - 83.2 of all proceedings at meetings of the Institute, the Assembly and of the Board of Trustees and of Committees and Groups including the names of the persons present at each such meeting.

THE SEAL

84. The seal shall only be used by the authority of the Board of Trustees. The Board of Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by at least two Trustees and by the Secretary.

ACCOUNTS

85. No member shall (as such) have any right of inspecting any accounting records or other books or documents of the Institute except as conferred by statute or authorised by the Board of Trustees or by ordinary resolution of the Institute.

- 75.2 A Vice-President shall not be or by reason of his office become an officer of the Institute for any of the purposes of the Act. A Vice-President shall not by reason of his office become a Trustee for any of the purposes of the Act, but a Trustee may be appointed by the Board of Trustees to be a Vice-President.
- 75.3 A Vice-President shall not by reason of his office be entitled to vote at any meeting of the Institute but shall be entitled to receive notice of and attend any such meeting.

HONORARY OFFICERS

76. The Honorary Officers of the Institute shall consist of the Chair, the Vice-Chair of the Institute and the Honorary Treasurer.
- 77.1 Subject to the Transitional Arrangements the Trustees shall appoint three of their number to be the Chair, Vice-Chair of the Institute and the Honorary Treasurer of the Institute.
- 77.2 Subject to the Transitional Arrangements any person so appointed shall hold office for a period ending at the conclusion of the business of the third Annual Meeting of the Board of Trustees following the meeting at which he was appointed when he shall retire but subject to his continuing as a Trustee be eligible for re-appointment.
78. The total Consecutive period of office of any person elected as one of the Honorary Officers of the Institute shall not extend beyond a period ending at the conclusion of the business of the ninth Annual General Meeting of the Board of Trustees following the meeting at which he was first appointed to such office.
79. At each subsequent Annual Meeting of the Board of Trustees at which the term of office of one or more of the Honorary Officers of the Institute comes to an end the Board of Trustees shall appoint or subject to the provisions of Article 78 may re-appoint a person or persons from among the Trustees to fill such vacancy or vacancies.
80. The individuals to be appointed as Honorary Officers of the Institute shall be those Trustees who have been nominated and if necessary elected by a postal ballot of the Trustees held prior to the meeting of the Board of Trustees at which the appointment is to be made. On a ballot each Trustee shall have one vote in respect of each office but otherwise ballots shall be conducted in such a manner as the

86. Once at least in every year the Accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.

NOTICES

87. 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 Board of Trustees need not be in writing.
88. The Institute may give any notice to a member either personally or by sending it by post in a first class prepaid envelope addressed to the member at his registered address, or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives the Institute an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but otherwise no such member shall be entitled to receive any notice from the Institute.
89. A member present either in person or by proxy at any meeting of the Institute shall be deemed to have received notice of the meeting and where requisite of the purposes for which it was called.
90. Proof that an envelope containing a notice was properly addressed prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

INDEMNITY

- 91.1 All Trustees members of the Assembly advisers and employees of the Institute may be:
- 91.1.1 indemnified out of the funds of the Institute from all losses and expenses incurred in the discharge of their respective duties except such as happen through their own respective wilful acts or defaults;
 - 91.1.2 chargeable only for so much money or property as they shall themselves actually receive for the Institute;
 - 91.1.3 answerable only for each for their acts neglects or defaults and not for those of any person nor for the insufficiency of any security for money invested or of title to any estate or property acquired for any

loss or damage which might happen in the execution of their respective duties.

92. The provisions of this Article shall only have effect in so far as they are not avoided by Section 310 of the Act.

DISSOLUTION

93. Clause 7 of the Memorandum of Association of the Institute relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were replicated in these Articles.