

At the Court at Buckingham Palace

The 28th day of June 1995

Present

**THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL**

Whereas there was this day read at the Board a Report of a Committee of the Lords of Her Majesty's Most Honourable Privy Council, dated the 20th day of June 1995, in the words following, viz:

“Your Majesty having been pleased, by Your Order of the 2nd day of November 1994, to refer unto this Committee the humble Petition of the British College of Optometrists, praying for the grant of a Charter of Incorporation in the name of ‘The College of Optometrists’:

“The Lords of the Committee, in obedience to Your Majesty's said Order of Reference, have taken the said Petition into consideration and do this day agree humbly to report, as their opinion, to Your Majesty, that a Charter may be granted by Your Majesty in terms of the Draft hereunto annexed.”

Her Majesty, having taken into consideration the said Report and the Draft Charter accompanying it, was pleased, by and with the advice of Her Privy Council, to approve thereof and to order, and it is hereby ordered that the Right Honourable Michael Howard, one of Her Majesty's Principal Secretaries of State, do cause a Warrant to be prepared for her Majesty's Royal Signature for passing under the Great Seal a Charter in conformity with the said Draft which is hereunto annexed.

N H Nicholls

Elizabeth the Second by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

To all to whom these presents shall come, greeting!

WHEREAS The British College of Optometrists (**'the former College'**) being a company limited by guarantee and registered under the Companies Act 1948 was formed as The British College of Ophthalmic Opticians (Optometrists) in the year of our Lord 1980 and changed its name to The British College of Optometrists in the year of our Lord 1987 and has by a Humble Petition prayed that We might be graciously pleased to grant to it a Charter of Incorporation:

NOW THEREFORE know ye that We, having taken the said Petition into Our Royal Consideration, and being minded to accede thereto, have been pleased, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, to grant and declare, and do hereby for Us, Our Heirs and Successors, grant and declare as follows:

1. The persons now members of the former College and all other persons who may hereafter become members of the body corporate hereby constituted shall forever hereafter be one body corporate and politic by the name of 'The College of Optometrists' and by the same name shall continue to have perpetual succession and a common seal with power to break, alter and make anew the said seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts and in all manner of actions and proceedings and shall have power to do all other matters and things incidental or appertaining to a body corporate.
2. In this Our Charter unless the context otherwise requires:
 - 2.1 **'the College'** shall mean The College of Optometrists as hereby incorporated;
 - 2.2 **'the Bye-laws'** shall mean the Byelaws set out in the Schedule to this Our Charter as amended from time to time as hereinafter provided;
 - 2.3 **'the Council'** shall mean the Council of the College as from time to time constituted in accordance with the Bye-laws;
 - 2.4 **'Trustee'** shall mean a charity trustee of the College as defined in s97(1) Charities Act 1993 as being a person having the general control and management of the administration of the College and **'Trustees'** means all the Trustees or a duly convened meeting of the Trustees;
 - 2.5 Words importing the singular number only 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.

3. The objects for which the College is established are:
 - 3.1 The improvement and conservation of human vision;
 - 3.2 The advancement for the public benefit of the study of, and research into, optometry, ophthalmic optics and related subjects and the publication of the results thereof;
 - 3.3 The promotion and improvement for the public benefit of the science and practice of optometry, ophthalmic optics and related subjects;
 - 3.4 The maintenance for the public benefit of the highest possible standards of professional competence and conduct on the part of the members of the College.

4. In furtherance of the objects of the College but not further or otherwise the College shall have the following powers:
 - 4.1 To acquire, take over and accept by way of gift from the former College all the stocks, funds, securities and other assets of every description now belonging to the former College or held in trust for it and to undertake, execute and perform any trusts or conditions affecting any of such assets and to defray and provide for any debts and liabilities to the discharge of which the said assets or any of them shall at the moment of such acquisition be applicable and to give any trustees in whom any such stocks, funds, securities or other assets may be vested a valid receipt, discharge and indemnity for and in respect of the transfer or handing over of them to the College;
 - 4.2 To establish and maintain libraries and museums and other facilities for study and research and to grant scholarships, bursaries and prizes;
 - 4.3 To organise, supervise and approve courses of instruction and training in optometry, ophthalmic optics and related subjects; to conduct examinations in such subjects and to issue certificates and diplomas to successful candidates;
 - 4.4 To co-operate with universities, colleges and other educational institutions, government bodies and with other persons or bodies whether within or outside Our United Kingdom and with international organisations with a view to promotion of the objects of the College or any of them, and to act as an authoritative body for the purpose of consultation in matters of public and professional interest concerning optometry, ophthalmic optics and related subjects;
 - 4.5 To maintain a register of members with particulars of their qualifications;
 - 4.6 To print and publish any books, periodicals, newspapers, leaflets, or other materials and to disseminate any information in any manner;

- 4.7 To establish, support or manage alone or jointly with any other persons or organisations any other charities;
- 4.8 To take on lease or in exchange, hire or otherwise acquire and hold any land, buildings, easements or hereditaments of any tenure and any other real or personal property and any rights or privileges which the College may think necessary or convenient for the promotion of its objects and to construct, provide, maintain, repair and alter any buildings, works, stores, plant and things necessary or convenient for the work of the College;
- 4.9 To form local branches and committees in any part of the world;
- 4.10 To invite and collect subscriptions and donations to the College by any lawful means and to receive and accept donations, endowments and gifts of money, land, hereditaments, stocks, funds, shares, securities and any other assets whatsoever and either subject or not subject to any special trusts or conditions and in particular to accept and take by way of gift and absorb upon any terms the undertaking and assets of any organisation whether incorporated or not carrying on work similar to any work for the time being carried on by the College and to undertake all or any of the liabilities of any such other organisation;
- 4.11 To borrow, raise or lend money or give guarantees with or without security for any of the purposes of the College. Provided that no money shall be raised by mortgage of any real or leasehold property of the College situate in Our United Kingdom without such consent or approval (if any) as may be by law required;
- 4.12 To accumulate, sell, improve, manage, develop, exchange, lease, mortgage or otherwise dispose of or deal with or turn to account all or any property or rights of the College. Provided that no disposition of any real or leasehold property situate in Our United Kingdom shall be made without such consent or approval (if any) as may be by law required;
- 4.13 To donate the whole or any part of the property and assets of the College to and, subject to the approval of Our Privy Council, to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the College and whose objects are charitable in the legal sense and to purchase or otherwise acquire or undertake all or any part which may be lawfully acquired or undertaken of the property, assets, liabilities and engagements of any such companies, institutions, societies or associations and to give such indemnities as may be thought fit in connection with the acquisition of any such property as aforesaid;
- 4.14 To act as trustee of any charitable trusts established solely or principally for or having objects wholly or partly similar to purposes associated with the objects of the College;

- 4.15 To invest the monies of the College not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions and consents as may for the time being be imposed or required by law and subject also as hereinafter provided;
- 4.16 To grant, continue and pay such salaries, pensions, gratuities or other sums in recognition of services (whether rendered before or after the granting of this Our Charter) for existing or former employees of the College and their family and dependants as the Trustees may from time to time think proper;
- 4.17 To do all such other acts and things as are necessary for the attainment of any of the above objects.

Provided that:

- (a) In case the College shall take or hold any property which may be subject to any trusts, the College shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts.
- (b) The objects of the College shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (c) In case the College shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the College shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Trustees shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Trustees would have been if no incorporation had been effected, and the incorporation of the College shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the College were not incorporated.
5. The income and property of the College shall be applied solely towards the promotion of its objects as set forth in this Our Charter, and no portion of them shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to the members of the College.

Provided that nothing herein shall prevent any payment in good faith by the College:

- 5.1 of reasonable and proper remuneration to any member, officer or servant of the College not being a Trustee for any services rendered to the College;
- 5.2 of interest on money lent by any member of the College or of its Council or a Trustee at a rate per annum of 3 per cent;
- 5.3 of reasonable and proper rent for premises demised or let by any member of the College or of its Council or a Trustee;
- 5.4 of fees, remuneration or other benefit in money or money's worth to a company of which a Trustee may be a member holding not more than 1/100th part of the capital of that company;
- 5.5 of out-of-pocket expenses to any Trustee;
- 5.6 of reasonable and proper remuneration to such of the Officers of the College (as defined in the Bye-laws) as determined from time to time by the Remuneration Committee of the College by way of reimbursement of locum fees properly and reasonably incurred for time spent carrying out duties as an Officer of the College, provided always that
 - (a) no more than half the Trustees shall be entitled at any time to receive remuneration under this Article 5.6; and
 - (b) at any meeting of the Remuneration Committee at which there is to be determination of the remuneration of any Officer under this Article 5.6, the Officer concerned must
 - (1) declare an interest at the point when or before discussion begins on the matter;
 - (2) withdraw from the meeting for that item;
 - (3) not be counted in the quorum for that part of the meeting; and
 - (4) withdraw during any vote and have no such vote on the matter;
- 5.7 of reasonable and proper remuneration to any Trustee, other than the President, Chair or a Trustee who is also a Lay Council Member (as defined in the Bye-laws), in return for the supply of goods or services connected to optometry to the College, provided always that:
 - (a) the goods or services are actually required by the College, the Trustees decide that it is in the best interests of the College to enter into such an arrangement

and a written contract is in place in relation to the supply of the goods or services and at any meeting of the Trustees to consider such an arrangement, the Trustee concerned must comply with Article 5.7(c);

(b) the Trustees consider that the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services to be provided and the Trustee concerned and any other Trustee currently in receipt of remuneration from the College under this Article 5.7 must comply with Article 5.7(c); and

(c) where a Trustee must comply with this Article 5.7(c), the Trustee concerned must:

- (1) declare an interest at the point when or before discussion begins on the relevant matter;
- (2) withdraw from the meeting for that item;
- (3) not be counted in the quorum for that part of the meeting; and
- (4) withdraw during any vote and have no such vote on that matter.

6. The Trustees shall be appointed in accordance with the Bye-laws and shall have the management and administration of the property of the College and the conduct of its affairs together with all such other powers and duties as may be conferred upon it by the Bye-laws or any regulations made thereunder. The Trustees shall have the custody and use of the common seal.
7. There shall be a Council of the College, constituted in accordance with the Bye-laws, which shall assist the Trustees and provide advice upon the strategic and professional direction of the College. The Council shall have such powers and duties as may be conferred upon it by the Bye-laws or any regulations made thereunder.
8. There may be a Patron of the College who shall be such person as may from time to time accept that office on the invitation of the Trustees.
9. There shall be a President of the College who shall be elected by the Council in accordance with the Bye-laws and any regulations made thereunder. A retiring President shall be eligible for re-election.
10. There may be Vice-Presidents of the College. Vice-Presidents shall be appointed in the manner provided by the Bye-laws or any regulations made thereunder.

11. There shall be such classes of corporate and non-corporate members of the College as the Bye-laws shall prescribe. The qualifications, method and terms of admission, rights, privileges and obligations of each class of membership shall be as the Bye-laws shall prescribe. Members may be designated as belonging to the College by such abbreviations as the Bye-laws shall prescribe. No other abbreviation to indicate a class of membership may be used.
12. Meetings of the College shall be convened and the proceedings thereat regulated in accordance with the Bye-laws.
13. The Bye-laws set forth in the Schedule to this Our Charter shall be the Bye-laws of the College and may be revoked, amended or added to in manner hereinafter provided.
14. The affairs of the College shall be managed and regulated in accordance with the Bye-laws, which shall remain in force until revoked, amended or added to as provided below. Any of the Bye-laws for the time being in force may from time to time be revoked, amended or added to by a resolution passed by a majority of not less than three-quarters of the members present and entitled to vote at an annual general meeting of the College or at an extraordinary general meeting specially convened for that purpose; **provided** that no such revocation, amendment or addition as aforesaid shall come into force until approved by Our Privy Council and a certificate under the hand of the Clerk of Our said Council shall be conclusive evidence of such approval.
15. The College may revoke, amend or add to any of the provisions of this Our Charter by a resolution passed by a majority of not less than three-quarters of the members present and entitled to vote at an annual general meeting or at an extraordinary general meeting convened for that purpose, and any such revocation, amendment or addition shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter, and to any Supplemental Charter granted to the College, as altered, amended or added to in the above manner.
16. Subject to the provisions of this Our Charter and the Bye-laws, the Trustees in consultation with the Council may make such regulations as they consider necessary or desirable for the purpose of carrying out the objects of the College and shall specify when such regulations are to come into effect. Such regulations may revoke, amend or add to, the regulations from time to time in force.
17. The Bye-laws may direct that any of the matters authorised or directed in this Our Charter to be prescribed or regulated by the Bye-laws shall be prescribed or regulated by regulations or by decisions made by the Trustees, provided that any such further prescriptions, regulations or decisions shall not be repugnant to the provisions of the Bye-laws or of this Our Charter.

18. Subject to the provisions of this Our Charter and the Bye-laws, the Trustees may from time to time make standing orders governing their proceedings, and the power to make standing orders shall include the power to revoke, amend or add to any standing orders theretofore made.
19. In the event of a dispute between the Trustees and a member of the College which cannot otherwise be resolved under any of the provisions of this Our Charter and the Bye-laws, such dispute may be referred to the President by the Trustees or the member of the College concerned and the decision of the President shall be final.
20. It shall be lawful for the College at an extraordinary general meeting by a resolution passed by a majority of not less than three-quarters of the members present and entitled to vote at an extraordinary general meeting duly convened for that purpose to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and on such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the College in such manner as shall be directed by such extraordinary general meeting or in default of such direction as the Trustees shall think expedient having due regard to the liabilities of the College for the time being. If, on the winding up or the dissolution of the College, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid or distributed among the members of the College or any of them, but shall, subject to any special trusts affecting it, be given or transferred to some other charitable institution or institutions having objects similar to the objects of the College, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the College under or by virtue of Article 5 hereof, such institution or institutions to be determined by the members of the College at or before the time of dissolution, and in so far as effect cannot be given to such provision then to some other charitable object.
21. And We do for Ourselves, Our Heirs and Successors grant and declare that this Our Charter or the enrolment of it shall be in all things valid and effectual in law according to its true intent and meaning and shall be taken, construed and adjudged in the most favourable and beneficial sense and for the best advantage of the College and the promotion of its objects as well as in Our Courts of Record as elsewhere notwithstanding any non-recital, mis-recital, uncertainty or imperfection.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS ourself at Westminster the **10** day of **August** in the **1995th** year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

SCHEDULE

1. In these Bye-laws:

'Chair' means the person appointed by the Trustees under Bye-law 45 to chair meetings of the Trustees;

'Charter' means the Charter granted to the College in 1995 as amended from time to time, whether by Supplemental Charter or otherwise;

'Chief Executive' means the person for the time being holding such office (the duties and rights of whom may be determined by or under the authority of the Trustees from time to time) who is in the employment of the College, whether or not a member;

'Council member(s)' means member(s) of the Council;

'Financial Year' means the financial year of the College commencing on such date each year as is determined by the Trustees;

'GOC' means the General Optical Council;

'Lay Advisory Panel' means the Lay Advisory Panel as constituted from time to time by the Council;

'Officers' means the President, the Vice-President, the Immediate Past President, the Treasurer and the Chair of the College from time to time holding office in accordance with the Bye-laws;

'OSC' means the Optometry Schools Council;

'Register of members' means the register of members maintained by the College from time to time;

'Registered Office' means the registered office of the College for the time being;

'Regulations' means the regulations and any standing orders of the College from time to time made by the Trustees in consultation with the Council in accordance with the Charter and Bye-laws;

'Seal' means the Common Seal of the College;

'unremunerated Trustee' means a Trustee who has not received remuneration from the College under Article 5.7 in the last six months;

unless otherwise stated references to members mean all categories of members of the College as listed in Bye-law 2 and references to membership mean membership of the College by any member;

references to writing or written include printing, fax and other methods of representing or reproducing words in visible form, including e-mail and other electronic forms of communication;

references to statutory provisions shall be construed as references to those provisions as amended or re-enacted from time to time; and

where the context admits, the definitions and rules of construction contained in the Charter shall apply.

Membership

2. The members of the College shall be all such persons as the Trustees shall elect to membership.
 - 2.1 There shall be two categories of members:
 - (a) Full Members, who shall be entitled to hold office as a Council member and as a Trustee and to vote at general meetings of the College; and
 - (b) non-voting members.
 - 2.2 There shall be 4 classes of Full Member:
 - (a) Fellow by assessment as defined in Bye-law 4.1;
 - (b) Life Fellow as defined in Bye-law 4.2;
 - (c) Foundation Fellow as defined in Bye-law 4.4; and
 - (d) Member as defined in Bye-law 5.
 - 2.3 There shall be 4 classes of non-voting member:
 - (a) Honorary Fellow as defined in Bye-law 4.3;
 - (b) Honorary Member as defined in Bye-law 7;
 - (c) Non-practising Member as defined in Bye-law 8; and
 - (d) Associate as defined in Bye-law 9.
3. The Trustees shall, subject to Bye-laws 4 and 5, elect to membership applicants of good character who meet the educational and professional requirements of the College as laid down from time to time. Nothing in this Bye-law shall entitle the Trustees to discriminate in any way between applicants by reason of race, disability, colour, creed, sex or sexual orientation. The Trustees may by such Regulations (not being inconsistent with Bye-laws 4 and 5) as they think fit, impose conditions as to eligibility for membership and for the continuance of membership relating to: (i) a member taking out and maintaining professional indemnity insurance of such type and nature and amounts of indemnity and having such other terms and conditions and with such

insurers or underwriters generally as the Trustees may think appropriate and (ii) such other matters as the Trustees think appropriate.

Fellows

4. There shall be the following categories of fellowship for which the Trustees may make such Regulations including Regulations relating to the payment of subscriptions, fellowship examinations (if any) and qualifications as the Trustees consider to be appropriate:
 - 4.1 Fellows by assessment: members who have passed such examinations or assessments as the Trustees shall from time to time determine.
 - 4.2 Life Fellows: members who are elected by the Trustees on the strength of their outstanding contribution to the profession of optometry or to the College.
 - 4.3 Honorary Fellows: persons who are not members who are elected to this position by the Trustees on the strength of their outstanding contribution to the profession of optometry or to the College.
 - 4.4 Foundation Fellows: those members of the College who were fellows or members of the British Optical Association or the Scottish Association of Opticians or fellows of the Worshipful Company of Spectacle Makers at the time of the foundation of the College in 1980.

Members

5. There shall be the following categories of Members, for which the Trustees may make such Regulations including Regulations relating to the payment of subscriptions, membership examinations (if any) and qualifications as the Trustees consider to be appropriate:
 - 5.1 Former fellows or members of the British Optical Association or the Scottish Association of Opticians or former fellows of the Worshipful Company of Spectacle Makers (except associate members and honorary members of those bodies).
 - 5.2 Persons who pass (or who are exempt from) such examination or assessment as the College may from time to time by Regulations determine (the Trustees having power to make Regulations relating to exemption from the whole or part of any such examination or assessment), and who have satisfied all other requirements whether as to training or experience requisite before registration by the GOC as an optometrist.
 - 5.3 Persons who exceptionally are accepted by the Trustees as having qualifications and experience equivalent to the persons referred to in Bye-law 5.2 above.

Titles

6. The following designatory letters may be used by members:
 - 6.1 'FCOptom' for Fellows by Assessment, Life Fellows and Foundation Fellows;
 - 6.2 'MCOptom' for Members (as defined in Bye-law 5) and Non-practising Members (as defined in Bye-law 8);
 - 6.3 'Hon.FCOptom' for Honorary Fellows; and
 - 6.4 'Hon.MCOptom' for Honorary Members.

Honorary Members

7. The Trustees may from time to time elect as an Honorary Member any person who in the opinion of the Trustees has attained sufficient distinction in the science of optometry, optics or in an associated profession or who has rendered distinguished service to the College or to the optometric profession.

Non-practising Members

8.
 - 8.1 If a Full Member satisfies the Trustees that he or she has retired completely from the practice of optometry and has no intention of receiving or is not eligible to receive any earned income from optometry or optical work, the Trustees may accept him or her as a Non-practising Member. A Non-practising Member shall be entitled to attend and speak but shall not have a vote at general meetings of the College. For this purpose a Non-practising Member shall be entitled to notices of general meetings as if he or she were a Full Member but subject always to the terms of Bye-law 17 (relating to accidental failure to give notice).
 - 8.2 A Non-practising Member who wishes to be reinstated as a Full Member may be required by the Trustees before being reinstated as a Full Member to pay to the College such sums as the Trustees shall prescribe (not being greater than the difference between (a) the total of the subscriptions which would have been payable by him or her had he or she remained a Full Member and (b) the subscriptions actually paid by him or her whilst he or she was a Non-practising Member). He or she may also be required first to satisfy such other conditions as the Trustees may impose whether as to refresher courses or otherwise.

Associates

9. 9.1 The Trustees shall have power to admit a person to become an Associate of the College if he or she:
- (a) is a student at an approved university undertaking a course of optometry;
 - (b) holds any higher qualification as approved by the Council from time to time;
 - (c) holds any other qualification as approved by the Council from time to time; or
 - (d) is a paid up member of the Applied Vision Association.
- 9.2 An Associate may describe him or herself as an Associate of the College and shall have the right to attend and speak but not the right to vote (either personally or by proxy or as proxy for a Full Member) at general meetings of the College. For this purpose an Associate shall be entitled to notices of general meetings as if he or she were a Full Member but subject always to the terms of Bye-law 17 (relating to accidental failure to give notice).

Fees and subscriptions

10. 10.1 Every applicant for membership of the College shall pay to the College such application fee (if any) as may from time to time be fixed by the Council. No application shall be considered until such fee (if any) has been paid and such fee shall not (unless the Council otherwise decides) be reimbursed if the application is not accepted.
- 10.2 Every person admitted to membership of the College shall on or before his or her admission pay to the College such admission fee (if any) as may from time to time be fixed by the Council.
- 10.3 Every member shall pay an annual or periodic subscription of such amount as shall be fixed by the Council. Different levels of subscription may be fixed for different categories of membership.
- 10.4 Annual subscriptions shall be payable at the beginning of the Financial Year or on such other date each year as the Trustees shall determine. A member admitted to membership during the last six months of any Financial Year (or during the last six months of such other annual period as is selected by the Trustees for the purposes of this Bye-law) shall pay one-half of the current annual subscription to cover the period from his or her election until the end of the annual period to which the subscription relates.

- 10.5 No application fee, admission fee or subscription shall be required of an Honorary Member or Life Fellow.
- 10.6 The Trustees may in any particular case of hardship or for other good reason reduce, suspend or waive payment of any subscription.
- 10.7 If the annual or other subscription of any member shall be three months in arrear, notice in writing may be given to him or her requiring him or her to pay such subscription within 28 days. If, on the expiration of 28 days from the service of such notice, or such further time as the Trustees may allow, the subscription shall still remain in arrear then the Trustees may resolve that he or she be excluded from membership and he or she shall forthwith cease to be a member (but will remain liable to pay any subscription or other amount due from him or her to the College at the date of such exclusion).

Certificates of membership

11. The Trustees may if they think fit issue to every member an appropriate certificate of membership and such certificate may be under seal and signed by the President (or a Trustee) and a person duly authorised by the Trustees. Every such certificate shall state clearly upon the face of it that it is issued by the authority of the College only. Every such certificate shall remain the property of the College.
12. A person who ceases to be a member shall cease to display or make use of his or her certificate in such a way as to lead any person to believe or consider that he or she is a member and (otherwise than on death) shall on demand by the Trustees forthwith return his or her certificate of membership to a person duly authorised by the Trustees.

Suspension/expulsion of members

13. 13.1 The Trustees shall have power to make Regulations as to the manner in which and the reasons for which a member of any category may be suspended or expelled from membership or should otherwise be censured. Such Regulations shall provide that the disciplinary action shall have regard to the relevant member's human rights and shall comply with the precepts of natural justice and, in particular, shall provide that the member involved shall:
- (a) receive adequate notice of any allegations;
 - (b) have an opportunity to refute such allegations;
 - (c) be allowed to be represented at any hearing;
 - (d) be entitled to call and cross-examine witnesses; and

(e) be able to appeal against any decision that is made.

13.2 In particular, the aforesaid Regulations shall provide that the Trustees shall be entitled to withdraw the use of qualifying letters or affixes awarded by the College as a disciplinary measure where the holder is found guilty by the GOC of serious professional misconduct or where, following a proper investigation carried out in accordance with Bye-law 13.1, the Trustees find a member guilty of otherwise bringing the profession of optometry into disrepute.

General Meeting

14. Subject to Bye-law 57, the College shall in each year hold an annual general meeting ('**AGM**') in addition to any other meetings in that year, and shall specify the meeting as such on notices calling it. The AGM shall be held at such time and place as the Trustees shall appoint.
15. All general meetings other than the AGM shall be called extraordinary general meetings ('**EGM**').
16. The Trustees may call an EGM whenever they think fit. An EGM shall be convened on such requisition or may be convened upon the written requisition of Full Members representing not less than one-tenth of the total voting rights of all the Full Members having at the date of the written requisition a right to vote at general meetings of the College. Such Full Members' written requisition shall specify the object of the desired meeting, shall be signed by the requisitionists and deposited at the Registered Office. The Chief Executive shall within seven days after receipt of such Full Members' written requisition convene an EGM in accordance with Bye-law 17.
17. An AGM and an EGM shall be called with not less than 21 days' clear notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and hour of meeting and, in the case of special business, the general nature of such business, and shall be given in the manner hereinafter mentioned to such members as are under these Bye-laws entitled to receive such notice and notice shall also be posted up in the Registered Office. The accidental omission to give notice of a general meeting or a voting paper (or list) which should accompany it to, or the non-receipt of such notice or voting paper (or list) by, any member entitled to receive the same or the accidental omission to post up notice in the Registered Office, shall not invalidate any resolution passed or other proceeding at that meeting.

Proceedings at General Meetings

18. No business shall be transacted at any general meeting unless a quorum of Full Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, a quorum shall be 20 Full Members who are not also Council members present in person.

Officers

19. With the exception of the Chair, the Officers shall be elected by the Council in accordance with these Bye-laws and any Regulations. With the exception of the Chair, only Council members may be elected to act as Officers.
20. A Council member shall not be eligible to be elected to the office of President or Vice-President if he or she has held the office to which he or she seeks election or re-election for a continuous period of two years in the three years prior to the date of the election.
21. The Treasurer may serve for a term of three years. At the end of this term he or she may stand for one further term of three years, following which he or she may stand for re-election after a break of one year.
22. Subject to these Bye-laws, the procedure for the nomination and election of Officers shall be as prescribed in the Regulations.

Council membership

23. Save for members of the Lay Advisory Panel, no person other than a Full Member shall be a Council member.
24. The Council shall consist of a maximum of forty persons from the following:
 - 24.1 persons from each of the regions of England, Northern Ireland, Scotland and Wales as are defined from time to time by the Council, the Council having the right from time to time to divide and sub-divide the regions and to determine the number of candidates to represent each region. Candidates may only stand to represent the region in which they are registered as resident by the College or in which they work;
 - 24.2 four persons nominated by and who are members of the Lay Advisory Panel (the '**Lay Council members**'); and
 - 24.3 one person nominated by OSC or its successor body (the '**OSC Council member**').
25. Full Members shall elect Council members by way of ballot to fill any vacancies to ensure that the number of Council members is maintained in accordance with Bye-law 24. A Full Member shall only vote for candidates representing the region in which that Full Member is registered as resident by the College. Subject to these Bye-laws, the procedure for election of Council members shall be in accordance with the Regulations.
26. The Council shall have power at any time to fill a vacancy arising from a Council member vacating his or her membership under these Bye-laws. The Council member so appointed under this Bye-law shall vacate his or her position at the next AGM at which a replacement Council

member will be elected in accordance with Bye-law 25. Any vacancy arising in respect of a Lay Council member or the OSC Council member shall be filled by a person nominated by the Lay Advisory Panel or by OSC (or its successor body) respectively, who shall not be required to resign at the next AGM.

27. Subject to Bye-law 28, Council members may serve on the Council for a maximum consecutive period of four terms of three years each. At the end of his or her fourth term a Council member may only stand for re-election after a break of one year. In the case of persons who served on the council of the College immediately prior to the adoption of these Bye-laws, the period for which they served on that council shall be taken into account for the purposes of this Bye-law.
28. The Council may, in the interests of the College and upon reasonable grounds, waive the maximum term for which a person may serve on the Council under Bye-law 27.

Disqualification and removal of Council members

29. A person shall cease to be a Council member if he or she:
 - 29.1 being a Full Member ceases for any reason to be a Full Member unless he or she is or becomes a member of the Lay Advisory Panel;
 - 29.2 resigns his or her office by notice in writing to the College;
 - 29.3 is absent without good reason for 3 consecutive meetings of the Council;
 - 29.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 29.5 becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - 29.6 ceases to hold office by reason of any resolution duly passed by a majority of not less than 50% of the Council members.

Powers of Council

30. The Council shall:
 - 30.1 determine the strategic and professional direction of the College;
 - 30.2 subject to Bye-laws 19 to 22 elect the Officers; and
 - 30.3 on the requisition of at least one third of the Full Members, convene a meeting of the Council to discuss the removal of one or more Trustees.

Proceedings of the Council

31. The Council shall meet not less than three times yearly for the conduct of business. It may adjourn and otherwise regulate meetings as it thinks fit, save that the first meeting of the Council shall be held as soon as practicable following the adoption of these Bye-laws. At the request of the Trustees or one third of Council members, the Chief Executive shall at any time call a special meeting of the Council.
32. The quorum for meetings of the Council shall be one third of the Council members or the even number nearest to one third.
33. Any Council member may participate in a meeting via telephone or such other means of communication enabling all persons participating in the meeting to speak to and hear each other.
34. The President shall chair the meetings of the Council. If the President is not present within 15 minutes after the time appointed for holding the meeting, the Council members may elect one of their number to act as chair.
35. Each Council member shall have one vote in respect of proposals arising at a meeting of the Council. Subject to Bye-law 40.5 questions arising at any meeting shall be decided by simple majority vote. In the case of an equality of votes the chair of the meeting shall have a casting vote.

Trustees

36. Subject to Bye-law 38, the Trustees shall comprise:
 - 36.1 the holders of the following offices from time to time:
 - (a) President;
 - (b) Vice President;
 - (c) Immediate Past President; and
 - (d) Treasurer;
 - 36.2 seven Council members to be elected by the Council, to include one Council member who is a member of the Lay Advisory Panel; and
 - 36.3 up to three persons co-opted as Trustees by the Trustees subject to the approval of the Council (the '**Co-opted Trustees**').
37. The Chief Executive shall have the right to attend all meetings of the Trustees but shall not be a Trustee.

38. Subject to Bye-law 39, a Trustee, whether holding office by virtue of Bye-law 36.1 or appointed under Bye-laws 36.2 or 36.3, may serve for a maximum term of 12 consecutive years, following which he or she may only seek re-election after a break of one year. In the case of persons who hold office as a trustee of the College immediately prior to the adoption of these Bye-laws, the period during which they held such office shall be taken into account for the purposes of this Bye-law.
39. The Council may, in the interests of the College and upon reasonable grounds, waive the maximum term for which a person may hold office as a Trustee under Bye-law 38.

Disqualification and removal of a Trustee

40. A person shall cease to be a Trustee if he or she:
- 40.1 is directly or indirectly interested in any contract or matter with the College and fails to declare the nature of that interest at a meeting of the Trustees at which the question of entering into the contract is first considered or at the next such meeting held after he or she becomes interested in the contract or matter if later;
 - 40.2 holds any office in the College entitling him or her to profit or remuneration other than that of assessor, examiner, lecturer or visitor;
 - 40.3 is disqualified from being a charity trustee under the Charities Act 1993;
 - 40.4 ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986 or is disqualified from being a director of any company;
 - 40.5 is removed by a resolution duly passed by a majority of not less than 75% of the Council members;
 - 40.6 is removed by a resolution duly passed by a majority of not less than 75% of Full Members;
 - 40.7 subject to Bye-law 36.3, being a Full Member ceases for any reason to be a Full Member unless he or she is or becomes a member of the Lay Advisory Panel;
 - 40.8 resigns his or her office by notice in writing to the College;
 - 40.9 is absent without good reason for 3 consecutive meetings of the Trustees;
 - 40.10 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
 - 40.11 becomes bankrupt or makes any arrangement or composition with his or her creditors generally.

Powers of the Trustees

41. Subject to the provisions of the Charter and the Bye-laws the business of the College shall be managed by the Trustees who may exercise all the powers of the College. No alteration of the Charter or Bye-laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.

Proceedings of the Trustees

42. The Trustees shall meet as required and normally not less than eight times a year. Subject to the Bye-laws the Trustees may adjourn and otherwise regulate meetings as they think fit.
43. The quorum for meetings of the Trustees shall be one half of the Trustees or such other number as the Trustees shall by resolution determine, save that, for the purposes of any meeting of the Trustees (or part thereof) at which it is proposed to determine the remuneration of one or more Trustees in accordance with Article 5.7 of the Charter, the quorum for such meeting (or part thereof) shall be three unremunerated Trustees.
44. Any Trustee may participate in a meeting via telephone or such other means of communication where all persons participating in the meeting can speak to and hear each other.
45. The Trustees shall appoint from their number such person to chair their meetings as they think fit upon such terms as they shall determine from time to time.
46. Each Trustee shall have one vote in respect of questions arising at a meeting of the Trustees. All business of the Trustees shall be passed by majority vote. In the case of an equality of votes, the chair of the meeting shall have a casting vote. A Trustee shall not vote in respect of any contract or matter in which he or she is interested or any matter arising therefrom.
47. A resolution in writing agreed by all Trustees (other than any Trustees with an interest in the business to which the resolution relates who have not been authorised to vote) is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document.

Borrowing

48. The Trustees may exercise all the powers of the College to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures, whether outright or as security for any debt, liability or obligation of the College.

Committees

49. The Trustees may delegate any of their powers to committees. There shall be such committees and sub-committees as the Trustees may from time to time determine. Nothing in these Bye-laws shall deflect ultimate responsibility for the management of the College from the Trustees.
50. The membership and terms of reference of each committee and the manner in which committee meetings are conducted shall be set out in the Regulations determined from time to time by the Trustees. Every committee shall, in the exercise of the powers so delegated by the Trustees, conform to any restrictions that may be imposed in the Regulations.

Common Seal

51. The Seal shall only be used on the authority of the Trustees or of a committee of the Trustees authorised in that behalf and every instrument to which the Seal shall be affixed shall be signed by a Trustee and shall be countersigned by the Chief Executive or by a second Trustee or by some other person authorised by the Trustees or by these Bye-laws for the purpose.

Chief Executive

52. The Chief Executive shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit. Any Chief Executive so appointed may be removed by the Trustees.
53. The Trustees may from time to time appoint a person to act in place of the Chief Executive in the absence of the Chief Executive or if there be no Chief Executive or no Chief Executive capable of acting.

Examinations and assessments

54. Subject to the provisions of these Bye-laws, the Trustees shall cause such examinations and assessments to be held as they may think fit and (unless the Trustees consider there to be good reason to the contrary) shall by delegation to any appropriate committee prepare and publish rules and regulations to regulate such examinations and assessments, the award of and the use of resulting qualifying letters or affixes and in like manner may from time to time add to, alter or rescind such rules and regulations or any of them in any manner which may seem appropriate.

Accounts

55. The Trustees shall cause proper books of account to be kept with respect to:
 - 55.1 all sums of money received and expended by the College and the matters in respect of which such receipt and expenditure take place;

55.2 all sales and purchases of goods by the College; and

55.3 the assets and liabilities of the College.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the College and to explain its transactions.

56. The books of account shall be kept at the Registered Office or at such other place or places in the United Kingdom as the Trustees shall determine.

57. At the AGM in every year the Trustees shall lay before the College an income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such meeting together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Trustees and of the auditors. Copies of such account, balance sheet and reports and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting be sent to the auditors and to all other persons entitled to receive notices of general meetings.

Audit

58. Once at least in every year the accounts of the College shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by an auditor or auditors. Auditors shall be appointed and their duties regulated in accordance with the Companies Acts.

Notices

59. Any notice (which shall include all communications and enclosures of whatever nature) may be served by the College upon any member entitled to receive such notice, either personally or by sending it through the post in a prepaid letter addressed to such member at his or her registered address as appearing in the Register of members. The College may validly send or supply any document (including any notice) or information to a member by electronic mail to an address notified by the member in writing, where the member concerned has agreed (either generally or in relation to the specific document or information) that it may be sent in that form. Any notice shall be deemed to have been delivered as follows: (i) if served by first class post to any address within the United Kingdom, on the second day after the day of posting, or, if sent by second class post, on the third day after the day of posting, and in any other case in the ordinary course of post; and (ii) if sent by email at the time of transmission. In proving such service it shall be sufficient to prove in the case of notice sent by letter that the letter containing the notice was properly addressed, stamped and posted whether or not that letter was actually delivered to the

addressee; and in the case of notice sent by email that the email was sent to the address notified by the member to the College.

60. Any member described in the Register of members by an address not within the United Kingdom, the Isle of Man or the Channel Islands who shall from time to time give the College an address within the United Kingdom, the Isle of Man or the Channel Islands at which notices may be served upon him or her, shall be entitled to have notices served upon him or her at such address. Save as aforesaid, only those members who are described in the Register of members by an address within those areas shall be entitled to receive any notice from the College.

Indemnity

61. Every Trustee, Council member, agent, auditor, Chief Executive and other Officer for the time being of the College shall be indemnified out of the assets of the College against 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 or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the College.