



British  
Acupuncture  
Council



# British Acupuncture Council Memorandum and Articles of Association

June 1995



# Memorandum and articles of association

Company Limited by Guarantee

Articles of Association of the British Acupuncture Council  
(‘the Council’)

The Companies Act 2006

Incorporated 12th day of June 1995 - Number 3066963

Adopted by Special Resolution passed on 22 September 2025

## Interpretation

- 1 In these Articles ‘the Act’ means the Companies Act 2006, including any statutory modification or re-enactment thereof for the time being in force. ‘The Board’ means the governing body of the Council. ‘Chairman’ means the chairman of the Board elected in accordance with article 50. ‘The Council’ means the above named Company. ‘Electronic form’ and ‘hard copy form’ have the meanings given in section 1168 of the Act. ‘General Meeting’ means the meetings of the Council held in accordance with article 22. ‘Memorandum of Association’ means the memorandum attached to these Articles of Schedule 1. ‘President’ means the president of the Council appointed in accordance with article 45. ‘Regulations’ means the regulations as defined in article 64. ‘Registered Office’ means the registered office of the Council to be determined in accordance with clause 2 of the Memorandum of Association. ‘The Seal’ means the Common Seal of the Council. ‘The Secretary’ means the person appointed to perform the duties of the Secretary of the Council. ‘Treasurer’ means the treasurer of the Council, appointed in accordance with article 41. ‘The United Kingdom’ means Great Britain and Northern Ireland. ‘Writing’ means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Subject as aforesaid any words or expressions defined in the Act or any Statutory modification thereof shall where not inconsistent with the subject or context bear the same meaning in these presents.

In these Articles the masculine shall include the feminine and the singular the plural.

Model Articles: The provisions of Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) are hereby excluded.

The Council is established for the objects expressed in the Memorandum of Association.

The provisions of the Memorandum of Association attached as Schedule 1 to these Articles shall be deemed to be incorporated in these Articles.

## Membership

2 The membership of the Council shall be divided as follows:

1 **Full Members** shall comprise:

- a) Any person who practises from an address in the United Kingdom and who satisfies the entry requirements for Full membership in force at the time of application or transfer.
- b) Any person who, having previously been a Full Member, rejoins the Council within two years and who satisfies the entry requirements for Full membership in force at the time of application
- c) In exceptional circumstances, Full membership may be granted to other applicants.

2 **Overseas Members** shall comprise:

- a) Applicants who only practise from an address outside the United Kingdom, who are either graduates of a teaching institution approved by the Council or previously Full Members, and who satisfy the entry requirements for Overseas membership in force at the time of application or transfer.

3 **Non-Practising Members** shall comprise:

- a) Full Members who have temporarily or permanently ceased to practise.

4 **Student Members** shall comprise:

- a) Applicants who are bona fide students of acupuncture at teaching institutions in the UK which are on the Approved Colleges List held by the Council
- b) In exceptional circumstances, Student membership may be granted to other applicants.

5 **Fellows** shall comprise:

- a) Any Member on whom that distinction shall be conferred by the Board for exceptional service to the acupuncture profession or to the Council.

6 **Provisional Members** shall comprise

- a) Applicants who practise from an address in the United Kingdom, are graduates from other UK Colleges of Acupuncture, and who satisfy the entry requirements for Provisional Membership in force at the time of application.
- b) Applicants who practise from an address in the United Kingdom, are graduates from Colleges outside the UK, and who satisfy the entry requirements in force at the time of application.
- c) In exceptional circumstances, Provisional Membership may be granted to other applicants.

## Admission and Re-admission of Members

- 3 The Council shall establish maintain and publish a Register of its practising Members.
- 4 A person shall be qualified for admission or re-admission as a Member who has given the Board satisfactory evidence as to character and fitness to practise and conformed with the standards of education and training laid down by the Board and in force at the time of his application for membership. In considering such application the Board shall be entitled to seek, obtain and take into account such evidence of education, training, health or character, in addition to any evidence already given, as it shall deem necessary.
- 5 The Board may hold examinations to test knowledge of and ability in acupuncture and allied subjects for the purposes of admission to membership, and may charge fees for examination. The entry for, and conduct of, examinations shall be subject to the Regulations from time to time in force.
- 6 The Board may from time to time make, revoke or vary Regulations laying down standards of education and training required as a qualification for membership and/or as a requirement for continuing membership of the Council. The Board may within six months after admission and/or of any non-compliance declare void the admission of, or suspend or terminate the membership of any Member who shall not have complied with the Regulations from time to time in force or with the provisions of these Articles.
- 7 Subject to such Regulations as the Board may from time to time subscribe, the Council shall issue to each Member a Certificate of Membership. Every such Certificate shall be in such a form as shall from time to time be provided by the Board and shall remain the property of the Council, and shall on demand by the Board or on resignation or expulsion of a Member or termination of his membership, be returned to the Council.
- 8 A person whose membership of the Council has been terminated or who has been expelled from the Council for any reason, or who has resigned from the Council or whose membership has otherwise ended for any reason whatsoever, shall not be entitled to automatic re-admission to the Council except as provided for in these Articles. Any such person may submit an application for admission, but the acceptance or rejection of that application will rest with the Board whose decision shall be final. If re-admitted such person, as a condition for registration in accordance with Article 6, may be required to pay the registration fee and all sums due from him to the Council as specified in Article 9.

## **Fees and Subscriptions**

- 9 Every person admitted for the first time as a Member or rejoining in accordance with these Articles shall pay a registration fee of such sum as the Council may from time to time determine, together with the amount of his annual subscription or the prescribed proportion thereof for the current membership year.
- 10 Every Member shall pay an annual subscription to be due on the first day of January each year. The amount of the subscription shall from time to time be fixed by the Council in General Meeting. The annual subscriptions for an Overseas Member, a Non-Practising Member and a Student Member may be different sums from those fixed for a Full Member and a Fellow.
- 11 If any Member fails to pay his annual subscription according to the requirements of Article 10 by the first day of February in the year that it is due, his membership of the Council shall be terminated and such a Member shall cease to be a Member forthwith. Nothing herein shall entitle a defaulting Member to notice of the fact that the membership has lapsed pursuant to this Article or shall prevent such a person subsequently applying again for membership of the Council, subject to the provisions of Article 4.
- 12 No person whose membership has lapsed in accordance with Article 11, shall be entitled to attend or take part in the meetings of the Council or receive the Council's papers and documents in whatever form. He shall not be entitled to vote, nor eligible for protection under the Council's professional indemnity group insurance policy.
- 13 The Council may at its discretion reduce or remit the annual subscription or the arrears of the annual subscription of any Member, and in doing so may make any enquiries it deems necessary.
- 14 No fee or subscription (in whole or in part) shall be returnable in the event of the admission of any person to membership being declared void, or of his otherwise ceasing to be a Member of the Council. He shall unless the Board determines otherwise remain liable to pay the Council any sums that shall have become due from him before he ceased to be a Member, which shall (without limitation) include any fine imposed on him in accordance with any provisions of these Articles and any outstanding subscriptions.

## **Rights and Privileges of Members**

- 15 Full Members shall be entitled to use the authorised abbreviation 'MBAcC', or in the case of Fellows 'FBAcC'. Overseas Members shall be entitled to use the authorised abbreviation 'MBAcC (Overseas)'. Fellows who are also Overseas Members may use the designatory letters 'FBAcC (Overseas)'. Student Members may not use designatory letters.
- 16 Every Member shall be entitled on admission to membership to be furnished with copies of the Council's Regulations and subsequent updates thereof, and shall be

entitled on payment of an appropriate fee to be furnished with any additional copies of the Regulations for the time being in force.

- 17 Every Member shall have the right to attend the General Meetings and take part in the proceedings thereof, and all except Student Members shall have the right to vote thereat.
- 18 Every Member shall use his best endeavours to promote the objects and purposes of the Council and shall observe these Articles, the Regulations affecting him contained in or effective pursuant to these Articles and the Regulations and all other rules from time to time made in relation to the Council.
- 19 The rights and privileges of every Member shall be personal to himself and shall not be transferable or transmittable by his own act or by operation of law.
- 20 A Member shall cease to be a Member if by notice in writing to the Council he resigns his membership, if he is expelled from membership, if his subscription is not paid on or by the due date, or if his membership is terminated by the Council in accordance herewith.
- 21 Anyone who ceases to be a Member of the Council, for whatever reason, shall return his Certificate of Membership and shall cease to imply any connection with the Council.

### **General Meetings**

- 22 The Council shall hold a General Meeting in every calendar year as its Annual General Meeting during November or such other near date and at such time and place as the Board shall determine and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Council and that of the next.
- 23 All General Meetings of the Council other than Annual General Meetings shall be called General Meetings.
- 24 The Board may whenever they think fit convene a General Meeting. A General Meeting shall also be convened by signed requisition of at least one tenth of the Members.
- 25 Twenty-one days' notice at the least of every Annual General Meeting and fourteen days' notice at the least of every General Meeting specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are entitled to receive such notices from the Council; but with the consent of all the Members entitled to receive notices thereof, a meeting may be convened by such notice as those Members may think fit.
- 26 Whenever a General Meeting is adjourned for seven days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting

except that the notice need be a three clear days' notice only and need not specify the nature of the business to be transacted.

- 27 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding taken, at any meeting.

### **Proceedings at General Meetings**

- 28 All business shall be deemed special that is transacted at a General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and the reports of the Board and Auditors, and the election of members of the Board.
- 29 No business except the appointment of a chairman of the meeting shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Twenty-five Members entitled to vote who are present in person shall be a quorum.
- 30 General Meetings shall be chaired by the Chairman of the Board, or if he is not present within 20 minutes of the scheduled start of the Meeting, the members of the Board so present at the Meeting must appoint another member of the Board or a Member of the Council to chair the meeting, and the appointment of the Chairman of the Meeting must be the first business of the Meeting.
- 31 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by at least five Members eligible to vote who are present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Council shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
- 32 Except as provided in Article 34 if a poll is duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 33 In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 34 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

**Votes of Registered Members**

35 Subject as provided by Article 17 every Member shall have one vote. On a poll votes may be given either personally or by proxy. An instrument appointing a proxy may be in the usual common form or such other form as the Board may approve. Any such proxy shall be under the hand of the appointer.

36 No person shall act as a proxy unless he is entitled in his own right to be present and vote at the meeting at which he acts as proxy.

37 The instrument appointing a proxy shall be deposited at the Registered Office not less than twenty-four hours before the time for holding the meeting in question and in default the instrument of proxy shall not be treated as valid.

38 An instrument appointing a proxy (which shall be deemed to confer authority to demand or join in demanding a poll) shall be in the following form or a form as near thereto as circumstances admit:

'I,  
of  
being a Member of the British Acupuncture Council  
hereby appoint  
of  
or failing him  
of  
as my proxy to vote in my name and on my behalf at the [Annual] General Meeting of the Council to be held on the                      day of                      , and at any adjournment thereof.

Signed this ..... day of .....

Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the appointment of 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 may approve):

'I  
of  
being a Member of the British Acupuncture Council  
hereby appoint

of

or failing him

of

as my proxy to vote in my name and on my behalf at the [Annual] General Meeting of the Council, to be held on \_\_\_\_\_ and at any adjournment thereof.

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

Resolution Number 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 .....

39 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Council at its Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **Directors of the Council**

40 The Directors of the Council shall consist of the members of the Board.

#### **The Treasurer**

41 The Treasurer shall be appointed by the Board in accordance with the Regulations and shall serve for a period of three years, subject to the terms of their appointment.

42 A retiring Treasurer shall be eligible for re-appointment to the office [for one further term only of three years].

43 Any casual vacancy in the office of Treasurer may be filled by appointment by the Board and the term of office of a person so appointed shall be the unexpired period of office of the person whose office he shall be appointed to fill.

44 The functions and duties of the Treasurer shall be as determined in the Regulations.

#### **The President**

45 A President of the Council may be appointed by the Board for such time and upon such conditions as it may think fit and any President so appointed may be removed by the Board.

46 The functions and duties of the President shall be as determined in the Regulations.

### **The Secretary**

47 A Secretary may be appointed by the Board for such time and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Board.

48 The functions and duties of the Secretary shall be as determined in the Regulations.

### **The Governing Board**

49 The Board shall be the governing body of the Council. The Board shall consist of nine voting members, comprising five Members of the Council elected in accordance with the Regulations; three non-Members (who are not also members of staff) who shall be co-opted by the Board in accordance with the Regulations; and the Treasurer. The Treasurer may be either a Member of the Council or a non-Member (who is not also a member of staff). All members of the Board shall be entitled to vote.

50 The Chairman of the Board shall be elected by the Board from its own body at the meeting of the Board immediately following the appropriate Annual General Meeting of the Council. He shall normally hold office for a period of three years.

51 Members of the Board shall hold office for three years, or for such shorter period prescribed by Regulations to secure appropriate retirements by rotation, and shall be eligible for re-election for one further period only of three years.

52 A member of the Board co-opted under the Regulations shall serve for three years, and shall be eligible to be co-opted for one further period of three years.

53 The Board may fill any casual vacancy amongst the members of the Board elected or co-opted under Article 49. A person so appointed shall serve until the next subsequent election.

54 An elected member of the Board shall not serve for more than six years consecutively as a member of the Board in any category or combination of categories, except that service as a person filling a casual vacancy shall be discounted for this purpose. In these Articles, a year means the period between the close of one Annual General Meeting and the close of the next.

55 A member of the Board shall cease to hold office as such:

55.1 if he resigns by notice in writing;

55.2 if a bankruptcy order is made against him;

55.3 if a composition is made with his creditors generally in satisfaction of his debts;

55.4 if a registered medical practitioner who is treating him gives a written opinion to the Council stating that he has become physically or mentally incapable of acting as a member of the Board and may remain so for more than three months;

- 55.5 if by reason of his mental health, a court makes an order which wholly or partly prevents him from personally exercising any powers or rights which he would otherwise have;
- 55.6 if he is removed from office by a Special Resolution of the Members in General Meeting;
- 55.7 if he fails without good reason to attend three consecutive Board meetings;
- 55.8 if, in the case of a practitioner Member, he ceases to be a Member of the Council.

### **Proceedings of the Governing Board**

- 56 The Board shall meet together and adjourn at such time and as often as is necessary for the proper conduct and discharge of the affairs of the Council. Special Meetings of the Board shall also be held at any time on a requisition by the Chairman or two other members of the Board. Except in cases where all members of the Board otherwise agree, there shall be at least seven days' notice of any Board meeting to all members of the Board. In determining whether Board members are participating in a Board meeting, it is irrelevant where any Board member is or how they communicate with each other.
- 57 The Board shall meet at least three times in every year.
- 58 The quorum necessary for the transaction of business of the Board shall be four, at least one of whom must be a Member of the Council.
- 59 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions granted by or under these Articles or any Regulations of the Council for the time being vested in the Board generally.
- 60.1 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Companies Act, a member of the Board who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Council:
  - 60.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Council or in which the Council is otherwise (directly or indirectly) interested;
  - 60.1.2 shall be an eligible member of the Board for the purposes of any proposed decision of the Board (or subcommittee of the Board) in respect of such contract or proposed contract in which he is interested;
  - 60.1.3 shall be entitled to vote at a meeting of the Board (or of a subcommittee of the Board) or participate in any unanimous decision, in respect of such contract or proposed contract in which he is interested;
  - 60.1.4 may act by himself or his firm in a professional capacity for the Council (otherwise than as auditor) and he or his firm shall be entitled to

remuneration for professional services as if he were not a member of the Board;

60.1.5 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Council is otherwise (directly or indirectly) interested; and

60.1.6 shall not, save as he may otherwise agree, be accountable to the Council for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such contract, transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such contract, transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

60.2 For the purposes of this article, references to proposed decisions and decision-making processes include any Board meeting or part of a Board meeting.

60.3 Subject to paragraph 60.4, if a question arises at a meeting of the Board or of a subcommittee of the Board as to the right of a member of the Board to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any member of the Board other than the Chairman is to be final and conclusive.

60.4 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the members of the Board at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

61 All acts bona fide done by any meeting of the Board or of any subcommittee of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or of any subcommittee of the Board.

62 The Board shall have power to appoint subcommittees as it considers necessary and desirable and may delegate any of its powers to such subcommittees. Any subcommittee so formed shall in the exercise of the powers so delegated conform to any requirements that may be imposed on it by the Board.

63 The Board shall cause proper minutes to be made of the proceedings of all meetings of the Council and of the Board and of any subcommittee of the Board. Separate minute books shall be kept for meetings of the Board and of the Members, wherein shall be entered a faithful record of the proceedings thereat, which shall be presented to the next meeting, and if passed as correct, shall be signed by the Chairman thereof. Such records shall be kept for a minimum of ten years.

## Regulations

64 The Board may make and shall publish Regulations for the purposes of:

64.1 ensuring the proper conduct of Members of the Council with which for the time being in force every Member of the Council shall comply and to which every Member shall adhere and defining the terms under which Members may be subject to disciplinary sanctions by the Council;

64.2 providing for the procedure to be followed in the appointment, nomination, election and co-option of candidates for the Board (to include the Treasurer), including the manner of resolving any tied or disputed election; but so that the number of new Board members to be elected or co-opted shall equal the number of Board members then vacating their office;

64.3 dealing with the matters for which these Articles expressly provide, and generally creating and maintaining procedures for the regulation of the rights and obligations of Members and for the better and more convenient management of the Council, the Board and any subcommittee of the Board and the conduct of its/their affairs generally.

65 Regulations shall take effect at the time for which each Regulation provides, being not earlier than the date of publication, or if no time is provided, upon the date of publication.

## Accounts

66 The Board shall cause accounting records to be kept in accordance with the requirements of the law and good accounting practice. These records shall be audited or examined annually by auditors or examiners appointed by the Board.

67 The accounting records shall be kept at the Registered Office, or at such other place or places as the Board shall think fit and shall always be open to the inspection of the members of the Board.

68 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Council, or any of them, shall be open to the inspection of Members not being members of the Board, and no Member (not being a member of the Board) shall have any right to inspect any account or book or document of the Council except as conferred by statute or authorised by the Board or by the Council in General Meeting.

69 At the Annual General Meeting in every year, the Board shall lay before Members of the Council the audited or examined accounts, balance sheets and reports. Copies of such accounts, balance sheets and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting, be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served save that a copy of those documents shall not be required to be sent to any person of whose address the Council is not aware.

## **Indemnity of Officials**

- 70 The members of the Board or other officers for the time being of the Council shall be indemnified out of the funds of the Council against all costs, charges, losses, damages and expenses which they shall respectively incur or be put to on account of any act, deed, matter or thing which shall be executed done or permitted by them respectively in or about the bona fide execution of their respective offices and shall be reimbursed by the Council all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Council, or otherwise in the execution of their respective offices, except such costs, losses and expenses as shall happen through their respective dishonesty or wilful acts, neglects or defaults.
- 71 No Member of the Council or other officer shall be answerable for any money which he shall not actually receive or be answerable for the act, receipt, neglect or default of any other Member of the Council or officer, or of any banker, broker, collector, agent, or other person appointed by the Council or for the Council with whom or into whose hands any property, funds or monies of the Council may be deposited or come, or for the insufficiency of any security or investment in or upon which any of the monies of the Council shall be invested by order of the Council or for any loss or damage which may happen in the execution of his office unless the same shall happen through his own dishonesty or wilful act, neglect or default.

## **Notices**

- 72 Save where otherwise expressly required by these Articles:
- a a notice or other document may be served by the Council upon any Member in hard copy form either personally or by sending it by prepaid first class or airmail post in a letter addressed to such Member at his last registered address or in electronic form to such Member at his last registered address;
  - b a notice or other document so sent through the post shall be deemed to have been served on the second day following that on which the letter containing the same was posted, and for Overseas Members ten days;
  - c a notice or other document so sent in electronic form shall be deemed to have been served on the next day following that on which the notice was sent;
  - d any notice, requisition or other document which is to be served on the Council or on the Board may be served by leaving it at the Office or by sending it by prepaid first class post in a letter addressed to the Council or the Board at the Registered Office.

## **Surplus assets not to be distributed among Members**

- 73 The provisions on winding-up or dissolution of the Council contained in the Clause 8 of the Schedule shall have effect as if the same were repeated in these Articles.

## **Seal**

- 74 The seal shall only be used by the authority of the Board or of a subcommittee of the Board authorised by the Board. The Board may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be

signed by two members of the Board or by one member of the Board and by the Secretary (if any). Nothing shall prevent the Council executing an instrument as a deed in any way permitted by the Act.

## The Schedule

### MEMORANDUM OF ASSOCIATION of THE BRITISH ACUPUNCTURE COUNCIL

#### **Name**

1 The Name of the Company (hereinafter called 'the Council') is

**THE BRITISH ACUPUNCTURE COUNCIL**

#### **Registered Office**

2 The Registered Office of the Council will be situate in England.

#### **Main Objects**

3 The objects for which the Council is established are:

- 1) To establish and maintain standards of education for practitioners of acupuncture for the protection and benefit of members of the public.
- 2) To promote, assist, approve, co-operate with, or arrange for union or alliance with any universities, colleges, schools, hospitals, clinics or acupuncture bodies, institutions or establishments which conform or propose to conform with the standards of the Council in the matter of acupuncture education, research or practice.
- 3) To provide for and promote education into and investigation and research into the science and art of acupuncture and to disseminate the results of such research.
- 4) To keep a register of persons qualified to practise acupuncture in conformity with the standards of the Council and to grant such persons the right to use after their names any letters or additions as determined by the Council showing they are admitted to membership of the Council.
- 5) To supervise for the protection and benefit of the public and of practitioners the professional conduct and safe practice of the persons for the time being admitted to the said register; in relation to any person whose professional conduct may in the opinion of the Board of the Council have failed to conform to the standards of the Council, to censure, fine, cancel, suspend the registration of, or remove from the said register, that person.
- 6) To promote the progress of the healing arts for the benefit of the health of members of the public by, in particular, encouraging the progress of acupuncture on the lines of sound knowledge and practice and improving the educational standards of its Members by encouraging continuing postgraduate education.
- 7) To pursue the objects of the Council in the United Kingdom and if thought fit in any other part of the world.
- 8) To permit the Council to transfer all of its business and assets in the context of the grant of a Royal Charter to a new Body Corporate as successor to the Council

having objects similar or complementary to those of the Council, such institution to be determined by the Board of the Council.

PROVIDED ALWAYS that in these objects acupuncture (being a branch of medicine founded upon the principle that health is dependent upon a proper balance of vital energy forces within the body) means the treatment and study of the effect of treatment of the human body for the purposes of therapy, prophylaxis or diagnosis with a view to bringing about a balance of such energy forces by methods such as the puncture of, or the application of some other form of stimulus to, the skin or the use of medicaments.

## **Powers**

- 4 Subject to the provisions of clause 5 below the Council may exercise the following powers but only in furtherance of its objects as set out and defined in the last foregoing clause:
  - 1) To provide by purchase, the taking on lease, or by exchange, hire or otherwise acquire, endow furnish and fit out with all necessary furniture and other equipment, and maintain and manage such buildings and other premises as may from time to time be required.
  - 2) To purchase, take in exchange, hire or otherwise acquire any personal property and any rights or privileges necessary or convenient for the promotion of its objects.
  - 3) To construct maintain and alter any buildings necessary or convenient for the work of the Council.
  - 4) To purchase or otherwise acquire land or lands for any estate or interest.
  - 5) To let any part or parts of any land or buildings belonging to the Council.
  - 6) To sell, let, mortgage, dispose of, or turn to account all or any of the property or assets of the Council as may be thought expedient.
  - 7) To undertake and execute any charitable trusts which may lawfully be undertaken by the Council and may be conducive to its objects.
  - 8) To borrow or raise money for the purposes of the Council on such terms and on such security as may be thought fit.
  - 9) To lend money with or without security and to invest the monies of the Council not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
  - 10) To draw make and accept bills of exchange promissory notes and other negotiable instruments.
  - 11) To employ all such officers and servants as may be required for the purposes of the Council.

- 12) To give pensions and annuities or to provide charitable assistance to ex-officers and ex-servants of the Council or their dependants.
- 13) To publicise the objects of the Council, to conduct appeals, to solicit, advertise for or otherwise request, and to receive hold and make use of donations or contributions in specie or property of any kind for the purposes of the Council.
- 14) To conduct lectures, classes, symposia, television and radio broadcasts, produce films and recordings, and to adopt all such other means as may be considered appropriate for the wider information and education of the public in the science and art of acupuncture.
- 15) To print, publish, circulate, sell, buy, manage or support books, literature or any other media to hold conferences which may promote the objects for which the Council is formed.
- 16) To promote the objects of the Council both within and outside the United Kingdom and to form or acquire or promote or affiliate with any organisation or corporate body having objects similar to the objects of the Council.
- 17) To establish and support or aid in the establishment and support of any charitable or other association or institution and to expend subscribe or guarantee money for such purpose.
- 18) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Council.
- 19) To give financial or other support in any legal proceedings the result of which might adversely affect the practice of acupuncture or the Members of the Council as a whole.
- 20) To transfer the undertaking and assets of the Council to some other body corporate or unincorporated association, the objects of which include, in the opinion of the Board, the objects of the Council and which other body corporate or unincorporated association will ensure, on terms acceptable to the Council, that all Members of the Council are or may become members of that body corporate or unincorporated association.
- 21) To do all such lawful things as are incidental or conducive to the attainment of any of the above objects, and to further the Council.

## **Provisos**

5 The provisos shall be that:

- 1) In case the Council shall take or hold any property which may be subject to any trusts the Council shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
- 2) The object of the Council shall not extend to the support with its funds of any object or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction or condition which if an object of the Council would make it a Trade Union.

- 3) The income and property of the Council shall be applied solely towards the promotion of its objects as set forth in this Memorandum and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise how ever by way of profit, to Members of the Council.
- 4) No member of the Board shall be appointed to any office of the Council paid by salary or fees.
- 5) Nothing herein shall prevent any payment in good faith by the Council:
  - a) of reasonable and proper remuneration to any Member, officer or servant of the Council (not being a member of the Board) for any services rendered to the Council;
  - b) of such provision in respect of members of the Board and of its subcommittees as the Board may reasonably determine:
    - i) for the payment of fees and allowances, including the payment of allowances to employers of members of the Board and of its subcommittees, for the purposes of enabling those persons to perform functions under this Memorandum; and
    - ii) for the reimbursement of such expenses as members of the Board and of its subcommittees may reasonably have incurred in the course of carrying out their functions under this Memorandum;
  - c) of the cost of any insurance purchased and maintained in the reasonable opinion of the Board at the expense of the Council for the benefit of any member or former member of the Board in respect of any relevant loss; and where relevant loss means any loss or liability which has been or may be incurred by such a member or former member of the Board in connection with his duties or powers in relation to the Council or any pension fund or employees' share scheme of the Council;
  - d) of interest on money lent by any member of the Board or of the Council;
  - e) of reasonable and proper rent for premises demised or let by any Member of the Council or member of the Board;
  - f) of fees, remuneration or other benefit in money or money's worth to any company in which a member of the Board may hold shares not exceeding 10 per cent of the capital.

### **Limited Liability**

- 6 The liability of the Members is limited.

### **Liability to extent of guarantee**

- 7 Every Member of the Council undertakes to contribute to the assets of the Council in the event of the same being wound up during the time he is a Member or within one year afterwards for payment of the debts and liabilities of the Council contracted before the time at which he ceased to be a Member, and of the costs and charges and

expenses of the winding up and for the adjustment of the rights of the contributors among themselves such amount as may be required, but in any case not exceeding £5 (five pounds).

### **Surplus assets not to be distributed among Members**

- 8 If upon the winding-up or dissolution of the Council 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 Council but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Council, and which shall prohibit the distribution of its or their income and property among Members to an extent at least as great as is imposed on the Council under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the Members of the Council 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.

### **Name**

- 9 The name of the Council may, in accordance with section 77(b) of the Act, be changed by resolution of the Board.