

Proposed amendments to the FODO Article of Association by resolution at Annual General Meeting 14 May 2019

1. INDEX

- a. Replace Part 3 title 'LIMITATION OF LIABILITY' with '**LIMITATION OF LIABILITY AND PROPERTY**'
- b. Replace Article 4 title 'Assets and Property' with '**Property and Assets**'
- c. Replace Part 4 sub-title 'DECISION-MAKING BY DIRECTORS' by 'DECISION-MAKING BY **THE BOARD** OF DIRECTORS '.

The purpose of these amendments is to reflect the wording in the Articles themselves.

2. PURPOSE OF THE FEDERATION

- a. Article 2: replace 'the national representative body for eye care providers and retail opticians' with 'the national representative body for **eye and hearing care providers**' in each case where this occurs.

This purpose of the proposed amendment is to reflect

- the decision of the NCHA in 2018 to become an integrated part of FODO
- the fact that the term 'retail opticians' is already included in 'eye care providers'
- the expanding role of community optical practices beyond retail
- the fact that community eye care and ophthalmology providers are all part of the same spectrum of care.

3. BOARD OF DIRECTORS

- a. Article 5 9b): replace 'no fewer than six and no more than twelve additional [to the Chair] directors elected from amongst the membership at a general meeting' with 'no fewer than six and no more than twelve **non-executive** directors elected from amongst the membership at a general meeting'.

The purpose of the proposed amendment is, now that we have executive directors, to make clear that the election of 6-12 directors applies to non-executive directors only. The chief officer is a Board director ex office under Article 5(d) and other executive directors may be appointed to the Board under Article 5(e).

- b. Article 12: replace 'The Board may appoint and remove such of its number [as are Vice Chair, Honorary Treasurer, etc] as it thinks fit to deliver the purposes of the Federation' with 'The Board may **appoint to** and **remove from office** such of its number [as are Vice Chair, Honorary Treasurer, etc] as it thinks fit to deliver the purposes of the Federation'.

The purpose of the proposed amendment is to clarify that this Board power refers only to appointment and removal of office holders (other than the chair) from those offices, not from the Board or membership.

- c. Article 20(3)(a) delete 'and'.

The purpose of the proposed amendment is to **remove the superfluous word 'and'**

- d. Article 20(3)(c): replace 'in person or, if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting' with '**in person or by other means such as tele-or video-conferencing**'.

The purpose of the proposed amendment is to replace the arcane wording of the original article with a simpler statement including up-to-date references to teleconferencing and videoconferencing, which they Board have been using for some time.

- e. Articles 20(3) (second time) and (4) **renumber** as Articles 20(4) and Articles 20(5) respectively.

The purpose of the proposed amendment is to correct the mis-numbering in original.

- f. Article 22(2): replace 'five directors' with 'five **non-executive** directors, **whether or not this includes the chairman**'.
- g. The purpose of the proposed amendment is to clarify that a quorum of the Board must never be fewer than five non-executive directors. This ensures that non-executive directors will always out-number and so can always out-vote the maximum number of executive directors.

4. MEMBERS

- a. Article 28(3)a: replace 'provides or plans to provide sight testing, vision correction, eye care, ophthalmology, hearing or audiology related services in community, retail, residential or other health care setting or settings' with 'provides or plans to provide sight testing, vision correction, eye care, ophthalmology, hearing or audiology **and** related services'.

The purpose of the proposed amendment is more accurately to reflect the reality or modern eye and hearing care practice, and the fact that all three sectors – community eye care, hearing and ophthalmology - have moved beyond the limiting definitions of the past.

- b. Article 29: **delete article in its entirety**.

The purpose of the proposed amendment is to remove the concept of probationary membership for new members. This power is never used and could be deemed to

be discriminatory. The concept is also out of step with FODO plans to modernise and stream-line member 'sign-up'.

- c. Article 31(b): replace 'optical sector' with 'eye health or hearing sectors'.

The purpose of the proposed amendment is to enable Life Membership of FODO also to be awardable to hearing colleagues.

- d. Article 32 (1)(a) add the word 'hearing' between the words 'optical' and 'health'.

The purpose of the proposed amendment is to enable Honorary Membership of FODO also to be awardable to hearing colleagues.

- e. Article 34(1): replace 'in a form approved by the Board of Directors and (b) the Board of Directors shall have approved the application' with 'in a form specified by the Federation'.

The purpose of the proposed amendment is to reflect current practice whereby the Board has delegated this functions to staff under the direction of the chief officer and to enable member 'sign-up' to be streamlined in future.

- f. Article 36: delete article in its entirety.

The purpose of the proposed amendment is to remove the outmoded option to issue certificates of membership. This dates from the 1998 Memorandum and Articles, has only ever been an option not a requirement, and was no doubt carried over from the founding organisations reflecting practice at the time. FODO also would not need a permissive Article if it wished to issue a certificate.

- g. Article 37: replace 'chief executive officer' with 'chief officer'.

The purpose of the proposed amendment is for provide consistency with the other Articles where the term 'chief officer' is used.

- h. Article 39(2): delete 'at the financial year end (31 March)'.

The purpose of the proposed amendment is to remove the unnecessary year end date as termination of membership can occur at any time.

- i. Article 39: add new (4) '4) Where membership is terminated and the member has obtained insurance from the Federation, the insurance will continue unchanged until the expiry of the period for which payment has been made'.

The purpose of the proposed amendment is to provide for the continuation of paid-for insurance cover until the end of the payment period when a member is suspended or expelled period. This is because the FODO insurance is paid upfront for annual cover and provided under contract with underwriters on an annual contractual basis.

- j. Article 40(2): replace ‘including without limitation participation in any insurance covers organized by the federation for its members’ with ‘with the exception of any insurance covers organized by the federation for its members’.

The purpose of the proposed amendment is consequential to the proposed amendment to Article 39.

- k. Article (44) ‘replace title ‘Business Members’ Representatives” with ‘Members’ Representatives’.

The purpose of the proposed amendment is to remove the unnecessary word ‘Business’ as it is made clear in the text of the Article which categories of member this Article applies to.

- l. Article 44 (1): replace ‘which is a any [sic] business or company incorporated under the Companies Act 2006 or non-UK equivalent) co-operative, limited liability partnership, other partnership’ with ‘companies (incorporated under the Companies Act 2006 or non-UK equivalent), co-operative societies, friendly societies, universities or other higher or further education institutions, social enterprises, registered charities, limited liability partnerships, other partnerships or organisations agreed by the Board of Directors under articles 28(3) and 34(1)’.

The purpose of the proposed amendment is to reflect the reality of FODO’s modern membership and to ensure consistency with Articles 28 and 52.

5. INSTRUCTION AND EXAMINATIONS

- a. Article 59(1)(a): replace ‘optometrists, opticians, other community eye care providers or provision, or ophthalmic public health’ with ‘professions of eye health or hearing, including but not limited to individual clinicians and public health professionals’.

The purpose of the proposed amendment is to update the Article to reflect the fact that FODO’s membership is now open hearing and ophthalmology providers and professionals.

6. AUDIT

- a. Article 60(1)(b): replace ‘If any member fails to pay such fees and subscriptions within three months of their becoming due the chief executive officer shall write to the member notifying him or her of this fact by first class post’ with ‘‘If any member fails to pay such fees and subscriptions within three months of their becoming due the Federation shall write to the member notifying him or her of this fact’.

The purpose of the proposed amendment is to reflect current practice whereby a membership officer usually contacts a member using modern means usually email.

7. ADMINISTRATIVE ARRANGEMENTS

- a. Article 65: replace 'an elected director or former elected director' with 'a **non-executive** director or former **non-executive** director'.

The purpose of the proposed amendments are to clarify that, in the event of FODO ceasing to exist, the Board has the power to make provision for the benefit of employees who may also be executive directors if it wishes, but cannot make similar provision for non-executive directors.

8. SCHEDULE

- a. Delete definition of 'probationary member'. The purpose of the proposed amendment is consequential to the proposed amendment to Article 29.

FODO
April 2019