

BRITISH SOCIETY FOR GYNAECOLOGICAL ENDOSCOPY Trust (BSGE Trust)

CONSTITUTION AND BYLAWS OF BSGE COUNCIL MAY 2007.

Accepted by AGM of the Society April 2013

This document should be read in conjunction with the Trust Deed of May 1999 & the Supplemental deed of September 1999 of the British Society for Gynaecological Endoscopy Trust (BSGE Trust). **It replaces the previous articles of association & constitution of December 1994 and May 2007.**

From 1999 when the BSGE Trust achieved charitable status, the Society was administered by the Trustees & elected members & officers of the Society. In 2007 the BSGE decided to rationalise the administrative system with a Trustees Board and the formation of the BSGE Council of elected members (see below). In a further rationalisation in 2010 it was decided that the Board of Trustees should be dissolved and that all elected members of the BSGE Council would become Trustees of the Society from the AGM held in 2010 and onwards. All members of Council/Trustees and Officers must reside in the United Kingdom.

1. CONSTITUTION, OBJECTIVES AND MEMBERSHIP

Article 1

Constitution

Under the name of the 'British Society for Gynaecological Endoscopy Trust (BSGE Trust)' – hereafter called 'the Society', a committee has been formed by the Trustees, from the pre 2007 BSGE Board. This was ratified by the members at their AGM in May 2007. It will hereafter be called '**the BSGE Council**' which will be responsible for the day to day running of the Society.

Article 2

Objectives of the Society

The objectives of the Society are as laid out in the Trust Deeds of 1999, see paragraph B.

Article 3

Achievement of the Objectives

The method by which these objectives could be achieved are as laid out in the Trust Deeds of 1999, see paragraph C.

Article 4

Duration and address of the Society

The duration of the Society shall be unlimited. The registered address of the Society is that of the current President unless otherwise agreed by the Council. The registered address may be changed by a simple decision of the Council and published in the Society's newsletter & on its website.

Article 5

Membership

The Society shall consist of Annual Members and Officers, Honorary Fellows and Corporate Members.

a) Members

The following shall be eligible to be Annual Members of the Society

- I. Consultants or Staff Grade and Associate Specialists (SAS doctors) on the Specialist Register of the General Medical Council in the fields of Gynaecology, or other specialists relating to the objectives of the Society.
- II. Medical Practitioners in training in the above specialties.
- III. Paramedical practitioners to include nurses, ODPs and theatre personnel.
- IV. General Practitioners with a special interest in gynaecological endoscopy.

b) Honorary Fellows

The Council of the Society may propose to the AGM of the Society the election of Honorary Fellows. They shall be medical practitioners and others who have made a significant contribution to the specialties. Honorary Fellows shall have the same rights as Members including voting rights but will not be eligible to hold Office or be liable to an annual fee. They will not be required to pay the fees for the Annual Scientific Meeting including the Annual Dinner, but will remain responsible for their own accommodation and travel. The number of Honorary Fellows proposed will not normally exceed two per calendar year. Hon Fellows will receive all emails sent out to members and have access to the secure parts of the BSGE website. It has been traditional to award a Hon. Fellowship to the Alec Turnbull Lecturer each year.

c) Corporate Membership (with a nominated specific person/link member)

Corporate Membership shall be available to Industrial Organisations or Companies, who have contributed to the development of the Society and who have regularly attended & supported meetings. Applications shall be made to the Council who will make a recommendation to the Society. Each company should nominate a specified person each year to be the link member with the Society. They will not be eligible to hold office or to vote, but can attend the AGM. They will receive the newsletters and have access to the website. Members of the organisation can attend the scientific meetings of the Society on payment of the appropriate fee.

Article 6

Granting or refusing Membership

The decision as to the granting, refusal or removal of Membership shall be taken by Council & confirmed by the Annual General Meeting of the Society or by delegation of this power to the Council. The Society shall not be required to state the reason for its decision.

Article 7

Termination of membership

Membership of the Society can be terminated by:-

- a) The Member, subject to giving notice of withdrawal to the Hon. Secretary at least three months before the end of the current calendar year. Notice of withdrawal shall become active at the end of the year in which notice was served. Contributions for the year concerned shall be paid.
- b) Default in the payment of contributions to the Society when the arrears of contributions are outstanding for two years. The Council can recommend to the Society reinstatement of the member

if all arrears are received by the Society.

c) Or by a decision of Council under Article 6.

Article 8

Committees

The Council may appoint committees to perform appropriate functions. Each Committee will be chaired by a Council member. Each committee shall agree its terms of reference with the Council. The term of office of these committees shall be at the discretion of the Council but shall not exceed six years after which time the Council must formally renew the terms of reference of that committee if there is a need for it to continue. The chair of each committee (or deputy) shall report by minutes or verbally to each meeting of the Council.

Article 9

Language

The official language of the Society is English.

2. CONTRIBUTIONS (Subscriptions)

Article 10

Contributions and Liability

Each member, except Honorary Fellows, shall pay to the Society a yearly subscription rate the amount of which shall be determined by the Society at the AGM, on the advice of the Council. Members of the Society shall be exonerated from personal liability in respect to the financial commitments of the Society, which shall be guaranteed solely by the Society's assets.

3. ORGANISATION AND MANAGEMENT

Article 11

The Organs of the Society

The Organs of the Society are the minutes of the Annual General Meeting (AGM) and the BSGE Council.

Article 12

The Annual General Meeting (AGM)

The AGM shall meet:-

- a) In regular session on the occasion of a meeting organised by the Society each year, normally during the Annual Scientific meeting.
- b) In extraordinary session whenever it is convened by the Council or at the request of at least one

fifth of the paid up Members of the Society.

Article 13

Functions of the AGM

The AGM shall be given reports on the work of the Council and the general activities of the Society. It shall discuss the items appearing on the agenda. The debates in the AGM shall be validly held irrespective of the numbers of members present, except when amendments to the constitution or the dissolution of the Society are under consideration. The points on which the AGM may make decisions are those appearing on the agenda. Members requesting items for discussion must do so in writing or by email to the Hon. Secretary four weeks prior to the AGM. The AGM shall, after they have been audited, approve the accounts for the preceding financial period, for onward transmission to the Charity Commissioners.

Article 14

Meetings of the BSGE Council

The Council shall, in regular session, meet as often as required for the business of the Society but never less than once a year. The Council shall also meet on the occasion of the Society's meetings. The date & the open agenda of the Council meetings shall be published in advance on the website.

- a) The agenda of the Council meetings shall be arranged by the Hon. Secretary in consultation with the Council Members and Officers. Members may submit items for the agenda to the Hon. Secretary not less than two weeks before the meetings.
- b) Extraordinary meetings of the Council may be convened by the Officers of the Society or at the request of at least one third of its members. When an extraordinary meeting of the Council is called the minimum period of notice of such a meeting shall be two months. The Hon. Secretary shall send out an agenda to each Council member as for an ordinary meeting. Council members who are not able to attend may send their suggestions in writing to arrive at the Hon. Secretary's office at least one week before the meeting.
- c) The Council shall validly meet if at least one third of its members are present. Decisions of the Council shall be made by a majority of the Members present.
- d) The agenda of the Council will be published on the BSGE website. Minutes will be circulated to Council Members.

Article 15

Functions of the Council

The Council shall be responsible for the day to day management of the affairs of the Society. It shall establish the yearly budget and determine the best use to be made of the available funds. It shall also determine the renting of premises, when necessary, suitable for the requirements of the Society. It shall also establish an "Office" suitable for the requirements of the Officers. This will include equipment and a stipend for secretarial assistance, the Newsletter, members' data base, book keeping and other needs of the Society. All elected members of Council must also agree to become Trustees of the Society and undertake the responsibilities associated with this role.

Article 16

Structure of the Council

The Council shall consist of the Officers, the elected members and the co-opted members.

i) The Officers of the Society

- a) The President who shall hold Office for not more than two years.
- b) The Vice-President who shall hold Office for no more than two years and who shall become President at the end of this term of Office, subject to the approval of the AGM of the Society. In the second year he/she assumes the title of President Elect.
- c) The Hon. Secretary who shall hold Office for three years. He/she shall be eligible for re-election for a further two years but shall then resign from the Council unless elected Vice-President. He/she shall not be eligible for election as an elected Council Member for at least three years.
- d) The Hon. Treasurer who shall hold Office for four years. He/she shall be eligible for re-election for a further two years but shall then resign from the Council unless elected Vice-President. He shall not be eligible for election as an elected Council Member for at least three years. The Treasurer is empowered to sign cheques, bank drafts or money orders on behalf of the Society to a maximum of £5,000. Cheques in excess of this amount should be countersigned by an Officer of the Society. The Treasurer is empowered to deposit funds on behalf of the Society in Bank accounts approved by the Council.
- e) Method of Election- When an Officer post becomes vacant a proposal form for nomination of the replacement should be sent to all members and be available on the website three months prior to the AGM. Election will be conducted by post or electronically if more than one member is nominated. Voting shall be open to every Annual Member and Honorary Fellow; a single transferable vote system will be used. Elected Officers will take office at the end of the AGM after the outcome of the vote is announced.
- f) Any informal action by the Council may be taken without a meeting provided prior written or valid email consent of two other members is obtained. One of the members should be the President or Vice President.
- g) An Officer may be removed from Office by a majority vote at any AGM. Prior notice of intent must be given in writing to all members at least three months in advance.

ii) Elected Council Members

There shall be 12 elected Council members who shall serve for no more than three years unless elected as an Officer of the Society. The total number of elected representatives is to be reviewed on a regular basis and not more than every three years. The number should reflect the total number of members in the Society. One quarter of the elected Members shall resign from the Committee each year. They may offer themselves for re-election for one period of three years but must then stand down if not elected an Officer of the Society. They are not eligible for re-election for three years.

The following rules shall apply for election of Council Members:-

a) Elected Council Membership shall be open to any Annual Member of the Society under the following conditions:-

i) Those having a current paid up membership and are resident in the United Kingdom.

ii) No elected member of the Council shall be eligible for re-election to the Council within three years of completing his/her second term of membership. He/she shall however be eligible for election as an Officer of the Society,.

iii) Two positions on Council will be reserved for Specialist Trainees. The period of office will be for a maximum of two years, or until the AGM after they obtain a substantive post following the completion of training if less.

iv) One position on Council will be reserved for a representative of the paramedical members which includes nurses, operating department practitioners and theatre staff and other medical practitioners, such as General Practitioners who have a special interest in gynaecological endoscopic procedures. The duration of office will be for three years, with the option of standing for a second term.

b) Method of Election. A postal and/or electronic election of the BSGE membership shall be held each year prior to the AGM (see below) for the vacancies on Council for elected Members. Candidates for election to the Council must be proposed by two sponsors. Candidates and sponsors must be Members of the Society and have paid their current subscriptions. Proposal forms for election will be sent to each member of the Society and will be available on the website, three months prior to the AGM. Voting shall be open to every Annual Member and Honorary Fellow. A single transferable vote system will be used. Elected Council members will take office at the Council meeting following the AGM.

c) If an elected Council member leaves the Council or is elected to the post of an Officer before the term of Office is complete, this place on the Elected Council may be filled for the remaining period of that term of office by co-option, at the discretion of the Council. If this casual vacancy occurs at the time of an AGM then the Council should appoint from the listed candidates for election to Council, taking the candidate with the next highest score, after those who have been elected.

d) Attendance at Council meetings- Council members are required to attend Council meetings whenever possible. However, when unable to attend they are asked to submit a written report about the activities of the committee for which they are responsible, this is obligatory if they are unable to attend two consecutive meetings. In the event of being unable to attend a third consecutive meeting the BSGE Officers will ask the Council member to consider stepping down from Council.

iii) Co-opted Members

Members of the Society may be co-opted to the Council at the discretion of the Council. The total number will not normally exceed four. They shall have no voting rights. Their tenure of office shall be annually renewable and shall not normally exceed three years but may be extended as considered appropriate by the Council. Co-opted Council members do not become Trustees of the Society. They shall include:

- a) The Organiser of the next Main (Annual) Scientific Meeting, if not already a council member.
- b) Other members, to a maximum of three, whose expertise is necessary for the functioning of the Council & the BSGE.

Article 17

Fiscal Year

The fiscal year shall be the calendar year.

Article 18

Responsibilities to Third Parties

In respect to all acts involving the responsibility of the Society towards third parties, it shall be validly represented by its President or by a representative duly appointed to that effect by the Council

4. AMENDMENTS TO THE CONSTITUTION AND DISSOLUTION

Article 19

Amendments to the Constitution

Any proposal for an amendment to this Constitution shall be circulated to all Members of the Society in writing at least three months before the Annual General Meeting of the Society at which the amendment is to be discussed. The voting can be in person, by post or electronically. When the amendment is circulated, the Hon. Secretary shall state that the Society Members may, if they are unable to attend the AGM, indicate that they support, reject or wish to suggest an alteration to the amendment. At the meeting the Hon. Secretary shall report on any suggested alterations proposed in the returns so that they may be debated. After those present have voted on a show of hands, the Hon. Secretary shall report the result of the postal ballot and the figures shall be added to those cast at the meeting. No Members shall vote both in person and in writing.

At the meeting, when the amendment is discussed, there must be a majority of two thirds of voting members for the amendment to be passed; the two thirds to include postal and electronic votes as well as Members present at the Meeting. If the majority is not reached, the amendment will fail. The final decision on the amendment shall be communicated to all Members as soon as possible after the meeting on the BSGE website, and published in the next newsletter.

Article 20

Dissolution of the Society

A decision to dissolve the Society shall be taken at an Annual General Meeting specially convened for the purpose and composed of at least half the Members of the Society. Should this quorum not be reached the Annual General Meeting shall be re convened not less than three months and not more than six months after the first meeting. This second Annual General Meeting in extraordinary session may make a valid decision irrespective of the number of Members present.

In no case may the Society be dissolved unless a two thirds majority of those present at the AGM agree. In the event of the Society being dissolved under the above provisions or as a result of a legal or judicial process, the Council & Trustees shall appoint one or more Commissioners charged with the liquidation of the assets of the Society.

The Trustees shall determine the use of the net assets of the Society. The Charity Commissioners will be notified of the actions taken.

The liquidation shall be final only after the approval of the liquidation accounts by the Members of the Society who shall be consulted in writing. The decision must be reached by a two thirds majority.