

## **BRITISH SOCIETY OF UROGYNAECOLOGY CONSTITUTION**

(Adopted April 2001) (Amended November 2016)

Accepted by AGM of the society Nov 2011 and amendments at the AGM of the society Nov 2016

In June 2011 the British Society of Urogynaecology achieved charitable status. The Society will be administered by the Trustees, who are elected members of the Society. All elected members of the Society "the Committee" shall become Trustees of the Society from the Annual General Meeting held in 2011 and onwards. All members of Committee/ Trustees must reside in the UK and Republic of Ireland.

### **1. Name**

The name of the Society is **The British Society of Urogynaecology** (the "Society")

### **2. Objects**

The objects of the British Society of Urogynaecology are:

- 2.1** to relieve sickness promote good health and advance education for the public benefit in particular but not exclusive by:
  - 2.1.1** encouraging the study and management of female pelvic dysfunction including, but not limited to, urinary incontinence, pelvic organ prolapse and faecal incontinence;
  - 2.1.2** raising and setting standards of training in urogynaecology including but not limited to, the provision of a network of support through discussion, study and communication;
  - 2.1.3** aiding an effective clinical network of care for urogynaecology patients throughout the United Kingdom and Republic of Ireland; and
  - 2.1.4** by providing a forum for practitioners with an interest in urogynaecology throughout the United Kingdom and Republic of Ireland.

### **3. Powers**

The Society has the following powers, which may be exercised only in promoting the Objects:

- 3.1** to work closely with other organisations to promote the objects of the Society
  - 3.1.1** to promote and assist in establishing appropriate standards and clinical management guidelines in Urogynaecology.
  - 3.1.2** to train gynaecologists in specialist Urogynaecological skills.
  - 3.1.3** to oversee Continuing Medical Education.
  - 3.1.4** to oversee certification and accreditation in Urodynamics Special Skills Training in association with other bodies.
- 3.2** to promote the work of and provide support to the Annual Research Meeting within the Society, via the Research Subcommittee
- 3.3** to collect and disseminate information on all matters concerning and affecting the Objects, including epidemiological research and multi-centre trials
- 3.4** to promote and carry out or assist in promoting or carrying out research, surveys and investigations and to publish the useful results thereof for the benefit of the members of the Society, the medical profession and the public
- 3.5** to procure, to be written and print, publish, issue and circulate such information, publications, papers, books, electronic information or other documentation or films, video or recorded tapes as shall assist in the furtherance of the Object
- 3.6** to organise clinical meetings and bring together in conference members of the Society, and where appropriate other allied organisations, patient support groups, relevant Government bodies, statutory authorities and individuals.
- 3.7** to arrange and provide for or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses for the benefit of its Members.

- 3.8** to interact and exchange information with other bodies and societies having similar Objects, whether in the United Kingdom, Republic of Ireland or overseas
- 3.9** to interact with and disseminate information to Urogynaecology patient support groups in the United Kingdom and the Republic of Ireland
- 3.10** to collect subscriptions from its members
- 3.11** to accept such gifts, contributions, legacies or bequests as the Committee shall think fit
- 3.12** to procure contributions and pledges to the Society by personal or written appeals, public meetings or by any other method approved by the Committee
- 3.13** to invest any funds raised or collected by the Society, which are not immediately required to promote the Objects, in or on such investments, securities or property subject always to such conditions (if any) as may from time to time be imposed or required by law.
- 3.14** to purchase, lease, remove, hire or otherwise acquire any property and any rights and privileges attaching thereto and to construct, maintain and alter any buildings or premises.
- 3.15** subject to such consents as may be required by law, sell, lease or otherwise dispose of all or any of the property or assets of the Society.
- 3.16** to employ paid or unpaid agents, staff or advisers to supervise, organise and carry on the work of the Society.
- 3.17** to insure the Committee against foreseeable risk and take out other insurance policies to protect the Society and its property and assets when required.
- 3.18** to establish local branches of the Society.
- 3.19** to do all such other lawful things as are necessary or reasonable to promote the Objects.

#### **4. Membership**

##### **4.1 General**

In this rule, "gynaecologist" means a United Kingdom or Republic of Ireland resident doctor who has sat and passed the examination for membership of the Royal College of Obstetricians and Gynaecologists or a person who, in its absolute discretion, the Committee believes to be suitably qualified by reason of their experience or training or both

##### **4.1.1** "member" shall include a Full Member, an Associate Member and an Emeritus Member

##### **4.2** The Committee shall have discretion to suspend or terminate membership

##### **4.3** The Committee shall have the right to refuse the admission of any person to the Society.

##### **4.2** Membership of the society may be suspended, terminated or refused by a vote of the Committee in cases where members, or prospective members, are deemed to be bringing the Society into disrepute. Such a vote is subject to quoracy requirements, and the decision must be ratified at the next AGM.

##### **4.4** A "Full member" is a consultant gynaecologist who may become a member of BSUG by payment of the annual membership subscription.

##### **4.5** An "Associate member" is a specialist registrar or other non-consultant grade who may become an associate member of BSUG by payment of the annual membership subscription.

##### **4.6** An "Emeritus Member" is a full member who ceases to satisfy the requirements of membership solely by reason of retirement from clinical or academic practice shall be reclassified as an Emeritus Member

##### **4.6.1** Emeritus Members shall be entitled to vote.

##### **4.8** Renewal of Membership shall take place on annual basis

##### **4.8.1** If any member has failed to pay his/her subscription after 12 months despite requests from BSUG Secretary or the Treasurer, membership will be suspended

##### **4.9** Termination by the Member

##### **4.9.1** An individual may terminate his/her membership of the Society by giving notice in writing to the Secretary

##### **4.9.2** Any Member who terminates his/her membership prior to the renewal date shall not be entitled to a refund of his subscription

## **5. Subscriptions**

- 5.1** Annual subscription decided by the Committee and approved by the AGM, shall be payable on 1 April in respect of each Member.
- 5.2** A full year's subscription shall normally be paid in respect of a new Member on the date of joining for the period to the next [e.g. 1 April]. The Committee shall have discretion to call for a lower subscription or waive payment in the case of a new Member joining in the three months prior to [e.g. 1 April]
- 5.3** The subscription for any subsequent year shall be decided by the Members in Annual General Meeting

## **6. General Meetings**

- 6.1** The Committee may at any time at its discretion call an Extraordinary General meeting of the Society. Members may do likewise. The Secretary shall within 21 days of receiving a written request so to do signed by not less than 5 Full Members and giving reasons for the request, call an extraordinary General Meeting of the Society
- 6.2** At least 21 clear days' notice of such Meeting shall be given in writing by the Secretary to each Member
- 6.3** Any notice convening an extraordinary General Meeting shall specify the time, date and place of such meeting and the general nature of the business to be transacted

## **7. Annual General Meeting**

- 7.1** The Society shall hold an Annual General Meeting once each year at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine
- 7.2** At least 21 clear days' notice shall be given in writing by the Secretary to each Member of such meeting
- 7.3** At such Annual General Meeting, the business shall include the ballot for election of Officers; the election of Full Members to serve on the Committee; the consideration of an annual report of the work done by or under the auspices of the Committee and of the audited or examined accounts; and the transaction of such other matters as may from time to time be necessary

## **8. Rules of Procedure at all General Meetings**

- 8.1** Quorum
- 8.1.1** No business shall be transacted at any General Meeting unless a quorum is present
- 8.1.2** The quorum for a General Meeting shall be not less than 20 of the Members entitled to attend and vote on the business to be transacted
- 8.2** Chair  
The Chair of the Committee or in his/her absence the Vice-Chair, shall preside as Chair of the meeting
- 8.3** Voting
- 8.3.1** Each Full Member shall have one vote on any question arising or resolution tabled at a General Meeting
- 8.3.2** All questions arising at a General Meeting shall be decided by a simple majority of those present and entitled to vote
- 8.3.3** Voting on any issues including elections may be conducted
  - I. Online via the Society's website
  - II. at the Annual General Meeting or at the Extraordinary Meeting by show of hands

Voting will be closed one week before the Annual General Meeting.

**8.3.4** In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote

**8.3.5** The votes cast shall be counted before the Annual General Meeting and the results of the ballot shall be declared at the Annual General Meeting immediately following the ballot

**8.4** Postal Ballot

In lieu of a General Meeting (but not the Annual General Meeting), the Committee shall have the power to arrange for a postal ballot of the Full Members of the Society on any matter which is not reserved to an Annual General Meeting

**8.5** Minutes

Minute books shall be kept by the Committee detailing all business transacted and resolutions passed at every General meeting

## **9. The Committee**

**9.1** General

The Society shall be administered by a "Committee", who may exercise all the powers of the Society. Such Committee shall comprise the following Full Members, elected as provided in rule 9.2 below: One Associate member will be eligible to serve on the Committee.

**9.1.1** All Chair of Subcommittee ("Committee members") and Trainee representative would represent the Society to the Royal College of Obstetricians and Gynaecologists.

**9.1.2** Chair, Vice-Chair, Treasurer and Secretary ("Officers") who will be Full members. Those wishing to stand for Chair, Vice-Chair, Treasurer or Secretary (Officers) must have spent at least one term on the General Committee (3 years) to be eligible for election such further Full Members of the Society (not exceeding 3 in number) who may be invited from time to time by the Committee ("Co-opted Members").

**9.1.3** Subcommittees will be formed and work delegated to them by the Committee.

**9.1.4** The Chair of the Subcommittees will be elected by the Membership. Member must have spent at least one year in the subcommittee to stand for Chair

**9.1.5** **The Vice-Chair is the Chair Elect.**

**9.1.6** One position in the Committee will be reserved for an Associate member's representative. Associate members representative will not be required to be Trustee of the Society.

**9.1.7** All members of the Committee shall officially begin their terms of office from the Annual General Meeting at which their election is announced, or appointment ratified, or the fifteen of January, whichever is soonest

**9.2** Election procedures- similar for all Officers and Chairs of Subcommittee

Officers and Committee members are elected by a majority of Society members who choose to participate in the voting process through votes cast through postal or electronic means. Vacancies in elected positions occurring between elections may be filled by decision of the Committee; appointed holders of these positions must stand for election at the next available opportunity.

Invitation to stand for Office will be formally requested before the Annual General Meeting. At least 4 weeks written notice must be given before voting in an election is schedule to begin. The period in which votes are received must be no shorter than 4 weeks.

**9.2.1** New Committee members will be appointed one year prior to commencing their post in order to "shadow" the existing post holder.

**9.2.2** Nominations with a named proposer and seconder who are Full members of the society must be received by the Society's secretary. Nominee must declare willingness to serve if elected. The secretary will circulate or publish the names together with the statements on the website for members to vote

**9.2.3** Should nominations for any post exceed vacancies, election shall be by ballot provided that the first Committee Members and Officers shall be elected by an electronic voting which will close one week before the Annual General Meeting of the Society

- 9.2.4** Any casual vacancy in the Committee may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for election at that meeting
- 9.2.5** If only one member has been nominated for a post, the proposed member may be declared elected without a ballot; however members of the Society with valid objections or concerns may raise them to the Committee via the Society's secretary
- 9.2.6** Only full members are eligible to vote for members of the Committee. Associate members can only vote for Associate member's representative.
- 9.2.7** To be eligible to stand for an executive committee post (Chair, vice-Chair, secretary, treasurer) a member must have served one year as a Chair of a committee or three years as a vice Chair.
- 9.3** Term
- 9.3.1** Election to the Committee shall be for a term of three years, except for the Chair which shall be for 2 years
- 9.3.2** Members of the Committee shall retire on expiry of each term in office, and shall be eligible for re-election to the Committee on expiry of their first term only
- 9.3.3** No Member of the Committee shall serve more than two consecutive terms in any one post, but there will be the possibility of him/her serving a further term in a different post. No member shall serve more than 9 consecutive years on the Committee.
- 9.3.4** In exceptional circumstances where no other nomination is forthcoming the post holder may continue in post on a yearly renewable basis.
- 9.3.5** For associate member's representative, the period of office will be for a maximum of three years, or until the AGM after they obtain a substantive post following the completion of training if less.
- 9.4** Meetings
- 9.4.1** The Committee shall meet as often as it sees fit, but in any event, not less than three times per year
- 9.4.2** Any member of the Committee may call a meeting of the Committee by requesting the Secretary to give notice of such meeting to the Members of the Committee
- 9.4.3** Notice of meetings shall be given to all members of the Committee not less than 21 days before such meeting, specifying the time, date, place and nature of the business to be transacted
- 9.5** Termination of Committee Membership- A member of the Committee shall cease to hold office if he/she:
- 9.5.1** becomes incapable by reason of mental disorder, illness or injury of managing or administering his own affairs;
- 9.5.2** Resigns his office by notice in writing; or
- 9.5.3** is absent from 3 consecutive meetings of the Committee and/or for good and sufficient reason three quarters of the other members of the Committee pass a resolution that such member of the Committee shall be removed from office
- 9.6** Quorum  
The quorum for meetings of the Committee shall be five.
- 9.7** Proceedings of the Committee
- 9.7.1** The Committee may delegate any of its powers under the Constitution to any one or more of the members of the Committee or to such other persons as the Committee in its discretion decide
- 9.7.2** The Committee may appoint sub-committees with such membership, powers and functions as the Committee shall provide. Full or Associate Members may be members of the sub-committees created under this rule. All acts and proceedings of such sub-committees shall be reported back to the Committee as soon as possible, but in any event at the next Committee Meeting

**9.7.3** The Committee may from time to time make such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct of the administration of the Society and for the purposes of prescribing classes of any conditions of membership, PROVIDED THAT no rule or by-law shall be inconsistent with the Objects nor shall they affect or repeal anything contained in this Constitution

**9.8** **Material Interests**

Members of the Committee shall promptly disclose to the Chair any material interest in any transaction or arrangement with a commercial enterprise that may constitute a conflict of interest with the Society

**10. Property and Funds**

**10.1** The property and funds of the Society must be used only for promoting the Objects

**10.2** No Committee member, other than those authorised by the Committee shall be entitled to receive any payment of money or other material benefit from the Society except reimbursement of reasonable out-of-pocket expenses (including travel costs) actually incurred in the administration of the Society

**10.3** A bank account will be opened in the name of The British Society of Urogynaecology with (NatWest Bank or with such other bank as the Committee may from time to time decide). The Committee shall authorise in writing the Treasurer, the Secretary (from time to time) and one other member of the Committee to sign cheques on behalf of the Society. All cheques must be signed by at least two of the authorised signatories.

**11. Records and Accounts**

**11.1** Proper and up-to-date financial records shall be kept and accounts for the preceding year, audited and examined shall be presented to the Members by the Committee at the Annual Meeting

**11.2** The Committee shall keep proper records of all professional advice obtained

**12. Alteration to the Constitution**

**12.1** Subject to the following provision of this rule, this Constitution may be altered by a resolution passed by not less than two-thirds of the Members present and entitled to vote at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed

**13. Local Branches**

**13.1** The Committee shall have power to establish local branches for the furtherance of the Objects. Each branch so established shall comply with and be subject to the following regulations:

**13.1.1** the branch shall act in pursuance of the Objects and of the policy of the Society and shall be subject to such conditions as may from time to time be laid down by the Committee

**13.1.2** the title of the branch shall be subject to the prior approval of the Committee. No branch shall be entitled to use the expression "British Society of Urogynaecology" in its title unless at least one member of the branch is a Full Member of the Society

**13.1.3** the branch will be deemed to have adopted the model rules for branches as prescribed from time to time by the Committee unless it has, with the prior approval of the Committee, adopted other rules

**14. Dissolution**

**14.1** At any time, the Committee, by a two-thirds majority, may decide to dissolve the Society, on the grounds of expense or otherwise

- 14.2** After making provision for all outstanding liabilities of the Society, the Committee must apply the remaining property and funds in one or more of the following ways:
- 14.2.1** by transfer to one or more other bodies established with similar objects to the Society; or
- 14.2.2** directly for the Objects; or
- 14.2.3** in furtherance of such other good cause as the Committee shall unanimously decide, whether or not such good cause shall have objects similar to those of the Society

**SIGNED [NAMES TO BE INSERTED]**

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