

BRITISH SOCIETY OF UROGYNAECOLOGY

CONSTITUTION

(Adopted April 2001) (Amended November 2016)

Accepted by AGM of the Society Nov 2011 with amendments at the AGM of the Society Nov 2016

Minor amendments 2017, 2018 and 2019

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 exclusively 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, including 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, write 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(s).
- 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 membership fees 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 (as appropriate).
- 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, a Full Member is a consultant 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.

4.3.1 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 member of BSUG by payment of the annual membership fee.

4.5 An "Associate member" is a specialist registrar or other non-consultant grade (Associate specialists, Staff Grade, Clinical fellows, physiotherapists, nurses etc) who may become an Associate Member of BSUG by payment of the annual membership fee.

4.6 An "Emeritus Member" has retired from clinical or academic practice shall be reclassified as an Emeritus Member.

4.6.1 Emeritus Members shall be entitled to vote.

4.7 Renewal of Membership shall take place on an annual basis.

4.7.1 If any member has failed to pay his/her membership fee after three months despite requests from BSUG Secretary or the Treasurer, membership will be suspended.

4.8 Termination by the Member.

4.8.1 An individual may terminate his/her membership of the Society by giving notice in writing to the Secretary.

4.8.2 Any Member who terminates his/her membership prior to the renewal date shall not be entitled to a refund of his/her membership fee.

5. Membership Fees

- 5.1 Annual Membership fees decided by the Committee and approved by the AGM, shall be payable on 1 April in respect of each Member who joined before 2019. For members joining from January 2019 onwards the renewal will be on the anniversary of joining.
- 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].
- 5.3 The membership fee for any subsequent year shall be decided by the Members at the Annual General Meeting on advice from the General Committee.

6. General Meetings

- 6.1 The General Committee may at any time at its discretion call an Extraordinary General Meeting of the Society. Full Members may do likewise. The Secretary shall within 21 days of receiving a written request signed by five 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 Full Member via email.
- 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 by email by the Secretary to each Member of such meeting.
- 7.3 At such Annual General Meeting, the business may include the result of any 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

8.3.4 In the case of an equality of votes, the Chair of the meeting, or in the case of voting by email the Chair of BSUG, 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 Minutes

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

9. The Committee

9.1 General

The Society shall be administered by a "General Committee" (also known below as the '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 Chairs of Subcommittee ("Committee members") and Trainee representative would represent the Society to the Royal College of Obstetricians and Gynaecologists.

9.1.2 Subcommittees will be formed and work delegated to them by the General Committee.

9.1.3 The Chairs of the Subcommittees will be elected by the Membership. The member must have spent at least one year in the subcommittee to stand for Chair.

9.1.4 The Chair of BSUG is the Chair of the General committee. The Vice-Chair is the Chair Elect of BSUG and also Vice-Chair of the General Committee

9.1.5 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.

9.1.6 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 an electronic vote. 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. The period in which votes are received must be no shorter than 4 weeks.

9.2.1 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

9.2.2 Should nominations for any post exceed vacancies, election shall be by electronic ballot

9.2.3 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.

9.2.4 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.

9.2.5 Only Full Members are eligible to vote for members of the General Committee. Associate members can only vote for Associate member's representative.

9.2.6 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.

9.2.7 The Executive Committee has been elected to, and is responsible for, the day to day running of the Society and shall deal with issues that arise in between General Committee Meetings.

9.3 **Term**

9.3.1 Election to the General Committee shall be for a term of **three years**, except for the Chair of BSUG which shall be for **two years**.

9.3.2 Members of the General 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 General 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 nine consecutive years on the General 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 two times per year.

9.4.2 Any member of the General 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 –meetings may be virtual or via a teleconference.

9.5 Termination of General Committee Membership- A member of the General 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 their own affairs;

9.5.2 Resigns their office by notice in writing; or

9.5.3 is absent from three 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 General 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 General Committee or to such other persons as the General Committee in its discretion decide

9.7.2 The General Committee may appoint sub-committees with such membership, powers and functions as the General 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 Executive Committee or the General 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 Treasurer shall administer the property and funds of the Society.

11. Records and Accounts

11.1 Proper and up-to-date financial records shall be kept and accounts for the preceding year, audited or 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 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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Date