

# Constitution

## 1. Name

The name of the Association is THE BRITISH SOCIETY OF ORTHOPAEDIC ANAESTHETISTS ("the Society") or such other name as the members of the Executive Committee from time to time decide with the approval of the Charity Commissioners for England and Wales ("the Charity Commission")-

## 2. Administration

Subject to the matters set out below, the Society and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee constituted by Clause 7 of this Constitution ("the Executive Committee").

## 3. Objects

The general objects of the Society are to promote for the public benefit research and education in the field of Orthopaedic Anaesthesia, and to that end promote fellowship and professional links between orthopaedic anaesthetists and promote excellence in orthopaedic anaesthetics; or for such other purposes as shall be exclusively charitable as the Executive Committee may from time to time decide ("the Objects").

## 4. Powers

In furtherance of the Objects but not otherwise the Executive Committee may exercise the following powers:-

- Power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory requirements of the law;
- Power to buy take on lease or in exchange hire or otherwise acquire any property necessary for the achievement of the Objects and to maintain and equip it for use;
- Power subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;
- Power subject to any consents required by law to sell, lease or otherwise dispose of all or any part of the property of the Society;
- Power to employ or engage paid or unpaid staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- Power to co-operate with other charities voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
- Power to establish or support any charitable trusts associations or institutions formed for all or any of the Objects;
- Power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- Power to buy indemnity insurance for the benefit of Executive Committee members against the costs of a successful defence to a criminal prosecution brought against them as Executive Committee Members or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the Executive Committee member concerned knew that or was reckless whether the act or omission was a breach of trust or a breach of duty);
- Power to do all such other lawful things as are necessary for the achievement of the Objects;
- Power to cooperate with and enter into arrangements with any private or National Health Service Hospital or National Health Service Trust or Authority or any branch or department of Central Government, any corporation established by Central Government, any charitable organisation or other association or persons that may be interested in the work of the Society;
- Power to delegate to any one or more of the members of the Executive Committee the transaction of any business or the performance of any act required to be transacted or performed in the execution of the Objects of the Society and which is within the professional or business competence of such member or members: provided that the member of the Executive Committee shall exercise reasonable supervision over any member or members acting on their behalf under this provision and shall ensure that all their acts and proceedings are fully and promptly reported to them;
- To promote or carry out research, to provide advice, to publish or distribute information, to make grants or loans of money and to give guarantees, to set aside funds for special purposes or as reserves against future expenditure, to deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of the investments and the need for diversification), to insure the Society's property against any foreseeable risk and take out other insurance policies to protect the Society when required, to pay the cost of forming the Society.

## 5. Membership

- Membership of the Society shall be open to any person over the age of eighteen years interested in furthering the Objects and who has paid the annual subscription laid down from time to time by the Executive Committee.
- Every member shall have one vote.
- The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual; Provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend before a final decision is made.
- The Executive Committee must keep a register of members of the Society.

- A member whose subscription is 6 months in arrears ceases to be a member but may be re-admitted on payment of the sum owing.
- A member may resign by written notice to the Society.
- Membership of the Society is not transferrable.

#### **6. Honorary Officers**

At the annual general meeting of the Society the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

#### **7. Executive Committee**

- The Executive Committee shall consist of not less than four members nor more than six members being:-
  - i. the honorary officers specified in the preceding Clause;
  - ii. not less than one and not more than three members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
  - iii. co-opted members as provided for in Clause 7(b) below.
- The Executive Committee may appoint not more than two co-opted members but so that no-one may be appointed as a co-opted member if, as a result, the maximum number of members permitted under 7(a) would be exceeded or more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under Clause 10(a) and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed for another year.
- The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- Nobody shall be appointed as a member of the Executive Committee who is aged under eighteen or who would if appointed be disqualified under the provisions of Clause 8.
- Every member of the Executive Committee must sign a declaration of acceptance and of willingness to act in the trusts of the Society before he or she is eligible to vote at any meeting of the Executive Committee.

#### **8. Determination The Executive Committee**

A member of the Executive Committee shall cease to hold office if he or she:-

- is disqualified from acting as a member of the Executive Committee under the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- is absent without the permission of the Executive Committee from 3 consecutive meetings of the Executive Committee and the Executive Committee resolve that his or her office be vacated;
- notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect);
- ceases to be a member of the Society (but such person may be reinstated by resolution of all the other members of the Executive Committee on resuming membership of the Society); or
- is removed by resolution passed by all the other members of the Executive Committee after inviting the views of the Executive Committee member concerned and considering the matter in the light of such views.

#### **9. Executive Committee Members**

Not to be personally interested No member of the Executive Committee shall acquire any interest in property belonging to the Society (otherwise than as a member of the Executive Committee) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

#### **10. Meetings and Proceedings of the Executive Committee**

- The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than four days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than twenty-one days' notice must be given.
- The Chairman shall act as chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question and each Executive Committee member shall have one vote on each issue except in the case of equality of votes when the chairman of the meeting shall have a second or casting vote. (e) The Executive Committee shall keep minutes in books kept for the purpose of the proceedings at meetings of the Executive Committee and any sub-committee.
- The Executive Committee may from time to time make and alter rules for the conduct of their business the summoning and conduct of meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution.

- The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: Provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.
  - The Executive Committee shall have the power to resolve or establish procedures to assist the resolution of disputes within the Society and to exercise any powers of the Society which are not reserved to a general meeting.
- 11. Receipts and Expenditure**
- The funds of the Society, including all donations contributions and bequests shall be paid into an account operated by the Executive Committee in the name of the Society at such bank as the Executive Committee shall from time to time decide. All cheques and orders for the payment of money drawn on the account must be signed by at least two members of the Executive Committee.
  - The funds and property belonging to the Society shall be applied only in furthering the Objects.
- 12. Property**
- Subject to the provisions of sub-clause (b) of this Clause, the Executive Committee shall cause the title to:
    - i. all land held by or in trust for the Society which is not vested in the Official Custodian for Charities; and
    - ii. all investments held by or on behalf of the Society;

to be vested either in a corporation entitled to act as a custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they only act in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
  - If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Society, the Executive Committee may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee and may pay such a nominee reasonable and proper remuneration for acting as such.
- 13. Accounts**
- The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
- the keeping of accounting records for the Society;
  - the preparation of annual statements of account for the Society;
  - the transmission of the statements of account of the Society to the Charity Commission.
- 14. Annual Report**
- The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.
- 15. Annual Return**
- The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.
- 16. Annual General Meeting**
- There shall be an annual general meeting of the Society which shall be held concurrently with the Annual Scientific Meeting of the Society provided that each annual general meeting shall take place within 15 months of the previous annual general meeting.
  - Every annual general meeting shall be called by the Executive Committee. The Secretary shall give at least twenty-one days' notice of the annual general meeting to all the members of the Society. All the members of the Society shall be entitled to attend and vote at the meeting. Every issue at the general meeting shall be decided by a simple majority of the votes cast by the members present in person.
  - Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The Chairman shall be the chairman of subsequent annual general meetings but if he or she is not present before any other business is transacted the persons present shall appoint from one of their numbers a chairman of the meeting.
  - The Executive Committee shall present to each annual general meeting the report and accounts of the Society for the preceding year.
  - Nominations for election to the Executive Committee should be made at the annual general meeting. Should nominations exceed vacancies elections shall be by ballot.
- 17. Special General Meetings**
- The Executive Committee may call a special general meeting of the Society at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least twenty one days' notice must be given. The notice must state the business to be discussed.
- 18. Procedure at General Meetings**

- The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Society.
- There shall be a quorum when at least one tenth of the number of members of the Society for the time being or ten members of the Society whichever is the greater are present at any general meeting.
- Except for the chairman of the meeting, who has a second or casting vote, every member present in person is entitled to one vote on every issue.

**19. Notices**

Any notice required to be served on any member of the Society shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom and any letter so sent shall be deemed to have been received within ten days of posting.

**20. Alterations to the Constitution**

- Subject to the following provisions of this Clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution setting out the terms of the alteration proposed.
- No amendment may be made to the name of the Society in Clause 1 nor to Clause 3 (the Objects Clause), Clause 9 (Executive Committee members not to be personally interested Clause 21 (Dissolution) or this Clause without the prior consent in writing of the Charity Commission.
- No amendment may be made which would have the effect of making the Society cease to be a charity at law.
- The Executive Committee should promptly send to the Charity Commission a copy of any amendment made under this Clause.

**21. Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society of which not less than twenty-one days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts or account and statement for the final accounting period of the Society must be sent to the Charity Commission.

**22. Arrangements until first Annual General Meeting**

Until the first annual general meeting takes place this Constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

**23. Paid Officers**

The Executive Committee may appoint or dismiss and fix the remuneration of such staff as may in its opinion be necessary. No paid member of the Society's staff may be a member of the Executive Committee.

**24. Indemnity**

Every member of the Executive Committee (including members who may have retired from the Executive Committee) shall be entitled to be indemnified by the Society against all costs, losses and expenses which he may reasonably incur whilst he holds office in discharge of his duties, including travelling expenses. For this purpose every such member shall keep proper records and corresponding vouchers and receipts and submit them to the Executive Committee for approval.

**25. Incorporation**

- The Executive Committee may apply to the Commission under the Charities Act 1993 for a Certificate of Incorporation relation to the Executive Committee but only after consulting the members at a General Meeting.
- The members at a General Meeting may authorise the Executive Committee to transfer the assets and liabilities of the Society to a limited company established for exclusively charitable purposes with the same or similar Objects and of which the members of the Society will be entitled to be members.
- On the transfer undertaken under sub-clause (b) above the Executive Committee must ensure that all necessary steps are taken as to:-
  - i. the transfer of land and other property
  - ii. the novation of contracts of employment and transfer of pension rights; and
  - iii. the trusteeship of any property held for special purposes.

This Constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed ..... Name .....