



## **CONSTITUTION OF THE BRITISH SOCIETY OF BIOPSYCHOSOCIAL OBSTETRICS AND GYNAECOLOGY (BSBOG)**

7 October  
2016

### **1. Name**

The name of the Association has changed from British Society of Psychosomatic Obstetrics Gynaecology and Andrology (BSPOGA) to the British Society of Biopsychosocial Obstetrics and Gynaecology (BSBOG) and may change to such other name as the association may from time to time decide with the approval of the Charity Commissioners.

### **2. Administration**

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Council, constituted by clause 7 of this constitution (“the Executive Council”).

### **3. Objectives**

To advance the education of the general public, medical and health professionals by encouraging the development of a better understanding and improved management of the bio-psychosocial problems associated with women and men’s health

### **4. Powers**

In furtherance of the objects but not otherwise, the Executive Council may exercise the following powers:

1. To raise funds, invite and receive contributions provided that in raising funds the Executive Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.

2. Subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed.
  3. To cooperate 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.
  4. To establish or support any charitable trusts, associations or institutions formed for all or any of the objectives.
  5. To do all such other lawful things as are necessary for the achievements of the objectives including employing paid or unpaid agent, staff or advisers to supervise, organize and carry on the work of the society.
6. Promote, develop, circulate and organise the following
- a) Appropriate standards, clinical management guidelines and educational materials
  - b) Published info, papers, books, electronic information and other documentation as shall assist in the furtherance of the objectives of the society
  - c) Clinical meetings, conferences, lectures, seminars and training courses.
  - d) Collaboration with RCOG and other specialist societies to promote and assist the objectives of the society.

## **5. Membership**

1. Membership of the Charity shall be open to any person interested in furthering the objectives and who has paid the annual subscription laid down from time to time by the Executive Council. In particular, BSBOG is a multi-disciplinary Society which is open to all professionals who are involved in its sphere of interest and interested members of the public.
2. Application for Membership must be made to the Membership Secretary. Any doubt about right of membership will be decided by the Executive Council or the Chairman acting on behalf of the Council.
3. Membership will be based on an annual fee, one for Medical Practitioners and one for others. The amounts can vary at the Council's discretion, subject to ratification at the Annual General Meeting.
4. Only full members are eligible to vote.
5. The Executive Council 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 Council, accompanied by a representative, before the final decision is made.

## **6. Honorary Officers**

At the Annual General Meeting of the Charity the members shall elect from amongst themselves the following honorary office posts - a Chairman, a Chairman Elect, a Secretary General, an Executive Treasurer and a Membership Secretary, who shall hold office from the conclusion of that meeting.

## **7. Executive Council:**

1. The Executive Council shall consist of not less than 5 members nor more than 11 members being:
  - a. The honorary officers specified in 6
  - b. 2 general members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
  - c. At least 3 co-opted members who will be appointed as chairs of working committees.
  - d. Nominated members may be appointed to represent distinguished societies as determined by the Executive Council and approved at the Annual General Meeting. Their membership will be subject to annual review.
  - e. Emeritus members in the executive council may continue for as long as they and the Council wish to provide support to the council.
  - f. The proceedings of the Executive Council shall not be invalidated by any vacancy among their numbers or by any failure to appoint or any defect in the appointment or qualification of a member.
  - g. No person shall be entitled to act as a member of the Executive Council whether on a first or on any subsequent entry into office until after a declaration of acceptance and willingness declared to act in the trusts of the charity and recorded in minutes of the Executive Council meeting
  - h. New office bearers will ideally be appointed one year prior to commencing their post in order to shadow the existing post holder.
  - i. Nomination 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.
  - j. Should nominations for any post exceed vacancies, election shall be by ballot.
  - k. If any 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 to the Society's Secretary.
  - l. In exceptional circumstances where no other nomination is forthcoming the post holder may continue in post on a yearly renewable basis.
  - m. In electing members to serve on the Council due regard should be paid to the area that members will represent, i.e. an attempt will be made to achieve adequate representation from England, Scotland, Wales and Northern Ireland.

## **8. Terms of Office**

1. The Chairman will act for two years. This will be preceded by one year as Chair Elect and followed by one year as outgoing. The Chair will not normally stand again. The election of chairman elect should be at mid-point of chairman's appointment.
2. The Chairman Elect will be elected for one year and then will proceed to be Chairman.

3. The Emeritus Chair will remain on the Council for one year after being Chairman or longer as determined by the council.
4. Office bearers will usually remain in post for 3 years.
5. Co-opted members may remain on the Executive Council for up to three years.

## **9. Determination of Membership of Executive Council**

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

1. is disqualified from acting as a member of the Executive Council according to the *Charities Act 2015* (or any statutory reenactment or modification of that provision);
2. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
3. is absent without the permission of the Executive Council from all their meetings held within a period of six months and the Executive Council resolves that his or her office be vacated; or
4. Notifies to the Executive Council a wish to resign.

## **10. Executive Council Members not to be personally interested**

No members of the Executive Council shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Council) in any contract entered into by the Executive Council.

## **11. Meetings and proceedings of the Executive Council**

1. The Executive Council shall hold at least two ordinary meetings each year. An Extraordinary meeting may be called at any time by the chairman or by any two members of the Executive Council upon not less than 7 days' notice being given to the other members of the Executive Council of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
2. The chairman shall act as chairman of the meetings of the Executive Council. If the chairman is absent from any meeting, the Chairman Elect will be Chairman of the meeting, failing whom the members of the Executive Council present shall choose one of their number to be chairman of the meeting before any other business is transacted.
3. There shall be a quorum when at least one third of the number of members of the Executive Council for the time being or three members of the Executive Council, whichever is the greater, are present at the meeting.
4. Every matter shall be determined by a majority of votes of the members of the Executive Council present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
5. The Executive Council shall keep minutes, for the purpose, of the proceedings at meetings of the Executive Council and any sub-committee.
6. The Executive Council may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

7. The Executive Council may appoint one or more sub-committees consisting of three or more members of the Executive Council for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Council would be more conveniently undertaken or earned 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 Council. the chair of a subcommittee will become a coopted member of the council for duration of the subcommittee's work as determined by the council.

## **12.Receipts and expenditure**

1. The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Executive Council in the name of the Charity at such banks the Executive Council shall from time to time decide.
2. The funds belonging to the Charity shall be applied only in furthering the objectives.
3. No committee member, other than those authorized 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.

## **13.Property**

1. Subject to the provisions of sub-clause (2) of this clause, the Executive Council shall cause the title to:
  - a) All land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
  - b) All investments held by or on behalf of the Charity;  
  
to be invested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Council at their pleasure and shall act in accordance with the  
lawful directions of the Executive Council. Provided they act only in accordance with the lawful directions of the Executive Council, the holding trustees shall not be liable for the acts and defaults of its members.
2. If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Executive Council may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Executive Council, and may pay such a nominee reasonable and proper remuneration for acting as such.
3. If the charity is wound up, the members of BSPOG have no liability to contribute to its assets and no personal responsibilities to settling its debts and liabilities.

## **14. Accounts**

The-Executive Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that provision) with regard to:

1. The keeping of up to date accounting records for the Charity;
2. The preparation of annual statements of account for the Charity as may be required by the charities act 2015
3. The auditing or independent examination of the statements of account of the Charity; and as may
4. The transmission of the statements of account of the Charity to the Commission.
5. The Executive Treasurer will establish a bank account for the Society's funds. He/she will be entitled to authorise and meet any reasonable claims made on this fund on his/her own signature, up to an amount agreed at the Annual General Meeting. Beyond this amount the additional signature of the Chairman, Chairman Elect or Secretary General will be required.

## **15. Annual Report**

The Executive Council shall comply with their obligations under the Charities Act 2015 1.4 (or any statutory re-enactment or modification of that provision) with regard to the preparation of an annual report and its transmission to the Commission.

## **16. Annual Return:**

The Executive Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that provision) with regard to the preparation of an annual return and its transmission to the Commission.

## **17. Annual General Meeting**

1. There shall be an Annual General Meeting of the Charity at least once per year.
2. Every annual general meeting shall be called by the Executive Council. The Secretary General shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
3. 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 a chairman of the meeting.
4. The Executive Council shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.
5. Nominations for election to the Executive Council must be made by members of the Charity in writing and must be in the hands of the Secretary General of the Executive Council at least 14 days before the annual general meeting. Should nominations exceed vacancies, elections shall be by ballot.
6. Voting on any issues including election may be conducted electronically and or at the Annual General Meeting, or at extraordinary meeting by show of hands or ballot paper as may be determined appropriate by the committee. If nomination is to be challenged elections should be conducted by electoral committee independent of the Council and any further appeal made to the Charity Commission.

## **18. Extraordinary General Meetings**

The Executive Council may call an extraordinary general meeting of the Charity at any *time*. If at least ten members request such a meeting in writing stating the business to be considered the Secretary General shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

## **19. Procedure at General Meetings**

1. The Secretary General or other person specially appointed by the Executive Council shall keep a full record of proceedings at every general meeting of the Charity.
2. There shall be a quorum when at least one tenth of members of the Charity for the time being are present at any general meeting.

## **20. Notice**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary General or the Executive Council 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 10 days of posting or via an e-mail with signature.

## **21. Alterations to the Constitution**

1. 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.
2. No amendment may be made to clause 1 (Name), clause 4 (Power), clause 10, (exCo members not to be personally interested) clause 22 (dissolution) or this clause without the prior consent in writing of the Commissioners.
3. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
4. The Executive Council should promptly send to the Commissioners a copy of any amendment made under this clause.

## **22. Dissolution**

1. If the Executive Council decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given.
2. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Council shall have power to realise any assets held by or on behalf of the Charity.
3. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institutions or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose.

4. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

**23. 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 Council were references to the persons whose signatures appear at the bottom of this document.

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

**Signed** .....

**, Chair**.....

**All members of executive committee** .....

