

BYE-LAWS

- of -

BRITISH ASSOCIATION OF SPINE SURGEONS

(the Charity)

pursuant to Article 37 of the Charity's Articles of Association

Version 1

Introduced on

CLASSES OF MEMBERSHIP

Subject to the requirements hereafter contained in these bye-laws, becoming a Member of the Charity (for company law purposes defined as 'Associate Members' in the Articles of Association, Members for company law purposes being the Trustees from time to time) is open to all qualified medical practitioners.

1 Ordinary Members

- 1.1 Ordinary Members shall be registered with the General Medical Council, hold consultant appointments in spinal surgery and not have retired from clinical practice at the commencement of the calendar year.
- 1.2 Ordinary Members shall pay an annual subscription to the Charity.
- 1.3 An Ordinary Member shall be entitled to attend and vote at Business Meetings; to attend and invite a guest to scientific meetings; and to receive the BASS newsletter.

2 Trainee Members

- 2.1 Trainee Members shall be trainees in spinal surgery (orthopaedics or neurosurgery).
- 2.2 Trainee Members will automatically have the privilege to be elected as an Ordinary Member at the next Annual Business Meeting of the Charity following taking up a consultant position.
- 2.3 Trainee Members shall pay an annual subscription to the Charity.
- 2.4 A Trainee Member shall be entitled to attend but not vote at Business Meetings; and to attend and invite a guest to Scientific Meetings.
- 2.5 The Trainee Members shall elect through their own forum the Trainee Chair at least 4 weeks prior to the relevant Annual Business Meeting. The election shall be reported at the Annual Business Meeting with the duly elected Trainee Chair taking up his/her appointment from the close of the Annual Business Meeting following his/her election.

3 Associate Members

3.1 Subject to the approval of the Membership Committee, the following persons may be admitted to Associate Membership:

3.1.1 any Ordinary Member or Trainee Member who has ceased to be in active clinical surgical practice within the UK;

3.1.2 medical practitioners who practice spinal surgery outside the UK;

3.1.3 healthcare professionals and scientists who, in the opinion of the Membership Committee, have made a significant contribution to the practice of spinal surgery.

3.2 Associate Members shall pay an annual subscription to the Charity.

3.3 An Associate Member shall be entitled to attend but not vote at Business Meetings; and to attend and invite a guest to Scientific Meetings.

4 Honorary Members

4.1 The class of Honorary Members may be conferred upon surgeons and other persons distinguished in their field.

4.2 Any Ordinary Member or Trainee Member may nominate any person for election as an Honorary Member.

4.3 Honorary Members shall not be required to pay an annual subscription to the Charity.

4.4 An Honorary Member shall be entitled to attend but not vote at Business Meetings; to attend and invite a guest to Scientific Meetings; and to receive the BASS newsletter.

5 Retired Members

5.1 Any Ordinary Member, Trainee Member or Associate Member who has ceased to be in active clinical surgical practice may become a Retired Member.

5.2 A Retired Associate shall be entitled to attend but not vote at Business Meetings; to attend scientific meetings; to receive electronic communications relating to the Charity; and to receive the BASS newsletter.

6 Appointment of Members

6.1 Becoming a Member of the Charity is open to all qualified medical practitioners and any such individual who:

6.1.1 applies to the Charity in the form set out in the bye-laws or otherwise required by the Trustees; and

6.1.2 is approved by the Executive Committee.

- 6.2 Candidates for all classes of Member should complete and submit the Member Application form and pay the membership fee as directed on the payment section of the Charity's website (the **Application**).
- 6.3 The Application shall be considered by the Membership committee who, in accordance with the Membership committee terms of reference (approved by the Executive Committee), shall determine the appropriate membership class and (if necessary) conduct checks of the applicant's credentials which may include requesting the applicant submit his/her CV to the Membership committee / supply a letter of support from an existing Member.
- 6.4 The Membership committee shall compile a list of applicants together with the recommended class of membership and a recommendation as to whether the applicant should be admitted. In the event that the Membership committee does not recommend admission the reason(s) should be noted. The Executive Committee shall make the final decision as to admission which shall be reported back to the applicant. If no objection(s) are raised regarding the candidate(s) the person(s) nominated shall be duly elected from the close of the Executive Committee meeting. If objections are raised, the candidate(s) shall be elected by a simple majority of the Executive Committee.
- 6.5 Where the Application is successful Membership shall start from the date of the Application. Where the Application is not successful the membership fee shall be refunded and the applicant advised of the reason(s) for the decision.
- 6.6 A list of persons admitted to Membership since the last Annual Business Meeting shall be presented at the Annual Business Meeting of the Charity. The list of persons admitted as Members may also be published in advance of the Annual Business Meeting in the BASS newsletter and/or on the Charity's website.

7 Subscriptions and Fees

- 7.1 The rates of subscription for each class of Member shall be determined by the Trustees from time to time and reported to the Charity at the Annual Business Meeting.
- 7.2 Subscription rates apply to a calendar year or part thereof, and are due within 21 days of appointment to Membership and on 1st January of each year thereafter.
- 7.3 Any Member 1 month in arrears in payment of any subscription will:
- (a) be sent automated monthly email reminders that their membership subscription is overdue;
 - (b) have access to the membership area on the Charity's website withdrawn and on attempting to log-in will receive a payment reminder advising that their subscriptions are overdue or unpaid;
 - (c) if the subscription/fee remains in arrears for three months from the date of payment was due, be warned by the Chair of the Membership Committee that, unless payment is made within a prescribed time period ,currently 21 days from the date of the letter/email from the Chair of the Membership Committee, he shall forfeit his Membership.

7.4 Membership may be terminated:

- (a) By resignation in writing submitted to the either one of the Secretary or the Chair of the Membership committee at any time.
- (b) By death. Membership is exclusively personal. The beneficiaries, successors of the dead members have no right at all to belong to the Charity.
- (c) in the case of Members who are in arrears and have forfeited their membership in accordance with bye-law 7.3(c) above. Membership may be restored at the discretion of the Trustees on full payment of arrears of subscription.
- (d) Ordinary Members must attend at least one Business Meeting every three years to retain the right to Membership.
- (e) By expulsion for adequate motives, such as removal from the Medical Register, on a decision of the Ordinary Members in a Business Meeting, with at least 75 % of the present votes in favour, on proposal of the Trustees having submitted a report specifying the reasons for the proposed expulsion to the Ordinary Members with the notice of the Business Meeting. The concerned Member will be advised in advance about the proposal and the report of the Trustees. He will upon his request be heard prior to the final vote at such Business Meeting.

TRUSTEES AND OFFICERS

8 Trustees and Officers

8.1 In accordance with Article 22.3, the Trustees shall consist of up to fifteen Members, thirteen to be appointed to the following roles as officers of the Charity:

- 8.1.1 President;
- 8.1.2 President Elect;
- 8.1.3 Past President;
- 8.1.4 Treasurer;
- 8.1.5 Secretary;
- 8.1.6 Chair of Membership committee;
- 8.1.7 Chair of Website committee;
- 8.1.8 Chair of Professional Practice committee;
- 8.1.9 Chair of Education committee;
- 8.1.10 Chair of Research committee;
- 8.1.11 Chair of Registry and Audit committee;

8.1.12 Chair of Meetings committee; and

8.1.13 Chair of Trainee committee,

each role having responsibilities as may be more particularly defined in these bye-laws and

8.1.14 up to two Members co-opted by the Trustees.

8.2 All Trustees, with the exception of the Chair of the Trainee committee, must be Ordinary Members.

9 Election of Trustees

9.1 At the date of adoption of these bye-laws the Trustees shall hold office for the following periods:

Name	Position	Year term expires
Mr Adrian Casey	President	2015
Mr Timothy Germon	Past President	2013/14
Mr Robin Pillay	Treasurer	2014
Mr Amarjit Singh Rai	Secretary	[Client to advise]
Mr Daniel Chan	Membership	2014
Mr Michael Hutton	Website	2014
Mr Paul Thorpe	Professional Practice	2014
Mr James Allibone	Education	2014
Mr Sashin Ahuja	Research	2014
Mr Lee Breakwell	Registry and Audit Committee	2014
Mr Otto Von Arx	Meetings	2015
Mr Peter Loughenbury	Trainees' Representative	2014

9.2 Thereafter, with the exception of the President, President Elect and Past President, each Trustee shall be appointed for a term of two years at the end of which he shall retire. A person retiring from the office of Trustee shall be eligible for re-election but shall not serve for a consecutive period of more than six years.

9.3 The President shall be appointed for a term of two years at the end of which he shall retire as President and shall serve a term of one year as Past President.

- 9.4 The President Elect shall be appointed for a term of one year as President Elect at the end of which he shall succeed to the office of President.
- 9.5 Subject to bye-law 2.5, Trustees shall be elected at an Annual Business Meeting and assume office immediately upon the conclusion of the meeting.
- 9.6 Trustees due to retire after the next Annual Business Meeting shall be notified to the Members with the formal notice of the meeting, together with the Trustees' nominations to fill the vacancies. On receipt of such notice, any Ordinary Member may propose alternative candidates by sending in writing the name of each candidate supported by the endorsement of another Ordinary Member and the consent of the candidate to the Secretary to arrive in his hands not later than 48 hours before the commencement of the Annual Business Meeting. If candidates for office are nominated in excess of the number of vacancies available, voting shall take place at the Annual Business Meeting and the candidates securing the largest number of votes shall be elected to the vacancies that exist.
- 9.7 In the event of a Trustee ceasing to be a Trustee or being unable to complete a term of office, the duties and responsibilities shall be assumed until the next Annual Business Meeting by any designated successor or by such other person as the Trustees may determine and if such person is not already a Trustee the Trustees shall co-opt such person if willing to be a Trustee until such meeting.

10 Roles and responsibilities of the Trustees

In addition to the duties owed by the Trustees as charity trustees and company directors the following officers shall hold the following additional roles and responsibilities:

- 10.1 The Treasurer shall be responsible for directing the Charity's financial transactions and the keeping of financial records including maintaining a database of Members for collection of dues. All cheques shall be signed by the Treasurer.
- 10.2 The Secretary shall be responsible for the recording of meeting minutes, documentation and filing for future reference and may also be or manage the company secretary responsible for filings at Registry of Companies and the Charity Commission or oversee the role of company secretary currently held by the Executive Assistant to the Charity.
- 10.3 The Chair of the Membership committee shall be responsible for the maintenance of the Membership database, and, in conjunction with the Treasurer, the administration of the Membership fees and shall record the roles of the Members.
- 10.4 The Chair of the Website committee shall be responsible for the maintenance and development of the Charity's website together with any links to other sites and the monthly Newsletter.
- 10.5 The Chair of the Education committee shall:
- (a) be responsible for education in the field of spinal surgery; and
 - (b) liaise with other bodies within the United Kingdom and Europe in the field of education and training

- (c) advise the Charity on educational standards;
 - (d) provide information on fellowships; and
 - (e) oversee liaison with Spine Society of Europe (SSE).
- 10.6 The Chair of the Registry and Audit committee shall be responsible for audit and the development and maintenance of a spinal registry and running specific audits.
- 10.7 The Chair of the Research committee shall be responsible for establishing a research network as well as promoting and coordinating research projects in liaison with the Chair of the Registry and Audit committee.
- 10.8 The Chair of the Professional Practice committee shall oversee issues of professional practice relevant to private and public practice, including, for example, liaising with National Institute for Health and Clinical Excellence (**NICE**), advice on professional standards and guidelines (including Clinical Reference Groups), issues of independent practice and standards for expert witnesses.
- 10.9 The Chair of the Trainee committee shall liaise with orthopaedic and neurosurgical trainees interested in spinal surgery and the Education sub-committee.

COMMITTEES

11 Committees

- 11.1 The Trustees may delegate any of their powers to any committee consisting of two or more Trustees or Members.
- 11.2 The Trustees shall determine the terms of any delegation to such a committee and may impose conditions, including that:
- 11.2.1 the relevant powers are to be exercised exclusively by the committee to whom the Trustees delegate;
 - 11.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- 11.3 Subject to and in default of any other terms imposed by the Trustees:
- 11.3.1 the President and Secretary shall be ex-officio members of every committee appointed by the Trustees;
 - 11.3.2 the members of a committee may, with the approval of the Trustees, appoint Members, not being Trustees, as they think fit to be members of that committee;
 - 11.3.3 a committee may meet and adjourn as it thinks proper;
 - 11.3.4 questions arising at any meeting shall be determined by a majority of votes of the committee members present, and

11.3.5 in the case of an equality of votes the chairman of the committee shall have a second or casting vote;

and subject thereto committees to which the Trustees delegate any of their powers shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Trustees.

11.4 The terms of any delegation to a committee shall be recorded in the minute book.

11.5 The Trustees may revoke or alter a delegation.

11.6 All acts and proceedings of committees shall be reported to the Trustees fully and promptly.

BUSINESS AND SCIENTIFIC MEETINGS

12 Business Meetings

12.1 An Annual Business Meeting of the Members shall be held each year at a time determined by the Trustees as most likely to have the best attendance of the Members, and the business to be transacted shall include:

12.1.1 consideration of reports from the Trustees and the Treasurer;

12.1.2 reporting the names of those persons admitted to membership since the last Annual Business Meeting; and

12.1.3 election of officers and Trustees.

12.2 The quorum for an Annual General Meeting shall be thirty Ordinary Members present in person.

12.2.1 An Extraordinary Business Meeting may be convened by the Trustees whenever they think fit, and by the Secretary if so required by the President or within one month from the receipt of a requisition in writing signed by not less than twenty Ordinary Members stating the purpose for which an Extraordinary Business Meeting is being requisitioned. The quorum for an Extraordinary Business Meeting shall be one third of the Ordinary Members.

12.2.2 Ordinary Members may propose formal resolutions at any Business Meeting providing that, not less than four weeks before the date of the meeting, they give due notice in writing thereof to Secretary and at the same time submit a copy of such resolution.

12.2.3 Formal notice of and an agenda paper including the treasurer's report and details of the next meeting for each Business Meeting shall be provided to all Members two weeks ahead of the scheduled date of the meeting.

12.2.4 Subject to bye-law 14 on Amendments to the bye-laws hereof questions shall be determined by a simple majority on a show of hands unless a poll is demanded by the Chairman of the Meeting or by at least three Ordinary Members present in person. A poll shall be taken in such a manner and at such time as the

Chairman may direct. A casting vote may be exercised by the Chairman of the Meeting.

13 Scientific Meetings

- 13.1 An Annual Scientific Meeting shall be held in every calendar year. The site of the Annual Scientific Meeting will be determined at the Annual Business Meeting at least two years in advance. The Annual Scientific Meeting may combine with other organisations/societies/charities at the discretion of the Trustees.
- 13.2 Additional Scientific Meetings shall be held at the discretion of the Trustees, may be arranged in conjunction with other organisations, and may be held in countries other than the United Kingdom.
- 13.3 The business transacted at Scientific Meetings shall consist of scientific communications and/or clinical case or other demonstrations. The dates of all Scientific Meetings for the ensuing year shall be notified to all Members at the Annual Scientific Meeting. Formal notice of each Scientific Meeting, together with a programme for the meeting, shall be sent to all Members at least six weeks before the scheduled date of the meeting.
- 13.4 The Charity's business shall be conducted in, and the Accounts shall be made up to a year ending on 31st December in each year.

BYE-LAWS, RULES AND REGULATIONS

14 Amendments to the bye-laws

- 14.1 These bye-laws may be amended by the Trustees with the approval of the Ordinary Members given at a Business Meeting.
- 14.2 Notice of any proposal to amend or alter these bye-laws must be sent to the Secretary not less than three weeks before the next ensuing Annual Business Meeting, or three weeks before an Extraordinary Business Meeting called for that purpose. Such proposal will be circulated to all Members and will appear on the Agenda of the said meeting in the form of a motion. The quorum for amendments to the bye-laws shall be one third of all Ordinary Members present in person, and the proposed amendment shall require the support of two thirds of the Ordinary Members present to be passed. If a quorum shall not be present, or if the Trustees so determine the Trustees shall be empowered to conduct a postal or electronic ballot on the motion, and in these circumstances the proposed amendment shall require the support of two-thirds of the votes cast and received by the Secretary by a date to be specified on the notice of ballot.

15 Rules and Regulations

- 15.1 The Trustees shall have the power to make, vary and repeal rules and regulations for the conduct of the general affairs of the Charity, its officers and servants, and for the despatch of the business of the Charity, provided nevertheless that no such rule or regulation shall be inconsistent with, or shall affect or repeal anything contained in the Articles and these bye-laws.

WINDING UP AND DISSOLUTION

16 Winding up and Dissolution

- 16.1 Subject to the approval of the Ordinary Members given at a Business Meeting the Trustees may resolve to wind-up or dissolve the Charity subject to Article 10.
- 16.2 Notice of any proposal to wind-up or dissolve the Charity must be sent to the Secretary not less than three weeks before the next ensuing Annual Business Meeting, or three weeks before an Extraordinary Business Meeting called for that purpose. Such proposal will be circulated to all Members and will appear on the Agenda of the said meeting in the form of a motion. The quorum for winding-up or dissolving the Charity shall be one third of all Ordinary Members present in person, and the proposed amendment shall require the support of two thirds of the Ordinary Members present to be passed.