

**CONSTITUTION OF A CHARITABLE
INCORPORATED ORGANISATION WITH
VOTING MEMBERS
OTHER THAN ITS CHARITY TRUSTEES**

(‘Association’ Model Constitution)

Date of constitution (last amended):

15 SEPTEMBER 2022

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is the **British Hip Society (“BHS”)**

2. National location of principal office

The principal office of the CIO is in England

3. Objects

The object of the CIO is to provide a forum for the discussion of research, education, advances in clinical practice and the results of surgical procedures pertaining to the hip joint.

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable.

4. Powers

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so.

In particular, the CIO’s powers include power to:

- (a) organise regular interdisciplinary scientific meetings where health professionals interested in the hip can meet, discuss ideas and present scientific material.
- (b) standardise assessment, scoring of disability and nomenclature relevant to the hip with a view to improving quality of care by encouraging the national collection of scientific data and functional outcomes.
- (c) function as a multi-professional educational society to further for the public benefit learning through the development of educational fellowships, both knowledge-based and skills-based educational courses, encouraging research collaboration between members and cultivating international relationships.
- (d) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land.
- (e) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- (f) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011.

- (g) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- (h) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;]

5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.
 - (a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
 - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:
 - (a) a benefit from the CIO as a beneficiary of the CIO;
 - (b) reasonable and proper remuneration for any goods or services supplied to the CIO.
- (3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

(1) General provisions

- (a) No charity trustee or connected person may:
 - buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
 - sell goods, services, or any interest in land to the CIO;
 - be employed by, or receive any remuneration from, the CIO;
 - receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by sub-clause 6 (2) or authorised by the court or the prior written consent of the Charity Commission (the **Commission**) has been obtained.

In this clause, a **financial benefit** means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

- (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause 6.3 a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only - controls

- (a) The CIO and its charity trustees may only rely upon the authority provided by sub-clause 6.2.3 if each of the following conditions is satisfied:
 - The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (the supplier).
 - The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
 - The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her with regard to the supply of goods to the CIO.
 - The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
 - The reason for their decision is recorded by the charity trustees in the minute book.
 - A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

In sub-clauses 6 (2) and 6 (3):

- the CIO includes any company in which the CIO:
 - (a) holds more than 50% of the shares; or

- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more directors to the board of the company;
- connected person includes any person within the definition set out in clause 30 (Interpretation).

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any charity trustee absents himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of members to contribute to the assets of the CIO if it is wound up

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the CIO

(1) Admission of new members

(a) Eligibility

Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

Only an individual may be a member (not a corporate body or other organisation).

(b) Admission procedure

The charity trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide. In practice, applications should be made on-line via the BHS website. The names and confirmation of support from a proposer and seconder, both of whom are members of the British Hip Society, should be included with the application. The application will be scrutinised by the Honorary Secretary and membership will be granted only after consideration at a meeting of the Executive of the Society. Successful applicants are required to pay their annual subscription by direct debit, standing order or credit card if overseas.
- (ii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;

- (iii) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 28 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (iv) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(2) Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

(3) Duty of members

It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

(4) Termination of membership

- (a) Membership of the CIO comes to an end if:
 - (i) the member dies; or
 - (ii) the member sends a written notice of resignation to the charity trustees; or
 - (ii) any sum of money owed by the member to the CIO is not paid in full after a reminder has been sent; or
 - (iii) the charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.

Only under exceptional circumstances will the Trustees permit Membership to continue if these conditions are not met.

- (b) Before the charity trustees take any decision to remove someone from membership of the CIO they must:
 - (i) inform the member of the reasons why it is proposed to remove him, her or it from membership;
 - (ii) give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
 - (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
 - (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - (v) allow the member, or the member's representative to make those representations in person at that meeting, if the member so chooses.

(5) Membership fees

The CIO will require Ordinary members (see sub-clause (6) of this clause)] to pay reasonable annual membership fees to the CIO. Fees will be set at the AGM. Membership fees are non-refundable and payable by direct debit, standing order or credit card if overseas.

The British Hip Society is affiliated to the British Orthopaedic Association through the Board of Specialist Societies. Membership of the BOA will not reduce members' BHS annual subscriptions.

(6) Classes of membership

There is one category of voting membership and two categories of non-voting membership, whose rights shall be determined by the charity trustees and set out in the CIO's bye-laws:

- (a) **Ordinary membership** has voting rights and is open to Surgeons and Scientists, including trainees, who have a special interest in the hip joint as demonstrated by their training, research and/or publications in this field or by the presentation of a paper to the Society.
- (b) **Honorary membership** has no voting rights and may be offered to distinguished surgeons and Scientists who have a special interest in the hip joint. Honorary Members will not be expected to pay the annual membership fee.
- (c) **Retired membership** has no voting rights and may be requested by Ordinary Members if the member is no longer in clinical practice. This status will be ratified by the Officers of the Society and presented to the Ordinary Membership at the Annual General Meeting for their approval. Retired Members will not be expected to pay the annual membership fee.
- (d) **Associate membership** has no voting rights. Open to medical students, international surgeons and Physiotherapists / Allied Healthcare Professionals who have a special interest in the hip joint.

The charity trustees may create any additional classes of voting membership and may determine the rights and obligations of any such members.

10. Members' decisions

(1) General provisions

- (a) Except for those decisions that must be taken in a particular way as indicated in sub-clause (3) of this clause, decisions of the members of the CIO may be taken by vote at a general meeting as provided in sub-clause (2) of this clause.

(2) Taking ordinary decisions by vote

- (a) Subject to sub-clause (3) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting

(3) Decisions that must be taken in a particular way

- (a) A decision to remove a trustee must be taken in accordance with clause 15 (2) of this constitution (Retirement and removal of charity trustees)
- (b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate

or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

(1) Types of general meeting

- (a) There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13.
- (b) The AGM will normally take place during the Annual Scientific Meeting (ASM) of the Society.
- (c) At the AGM there will be election of Officers as appropriate and an Annual Report from the Treasurer will be received.
- (d) Other general meetings of the members of the CIO may be held at any time.
- (e) The Society will normally meet once a year for an Annual Scientific Meeting. The timing and venue of each meeting will be decided by the Executive Committee.
- (f) The programme will be decided by the Executive Committee.
- (g) The Honorary Secretary or the Honorary Editorial Secretary will write to all members requesting papers and submissions for the meetings in good time. They will request a brief abstract of the paper for deliberation by the Executive or their representatives.
- (h) The length of each presentation will be determined by the Honorary Editorial Secretary.
- (i) Meetings of the Society shall be open to all members. Persons applying for membership will be encouraged to attend the meeting after their application has been confirmed.
- (j) Members are welcome to bring guests. Members should notify the Executive through an e-mail to the Hon. Secretary of their request to invite a guest in advance of the meeting. The Executive, through the Hon. Secretary, may veto any request. The Hon. Secretary will keep a record of guests who attend the meeting. At the discretion of the Executive fees will be charged to members and guests at each scientific meeting.
- (k) There shall be no recording of any part of the meetings of the British Hip Society without the express consent of the Executive.

All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

- (a) The charity trustees:

- (i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - (ii) may call any other general meeting of the members at any time.
- (b) The charity trustees must, within 21 days, call a general meeting of the members of the CIO if:
 - (i) they receive a request to do so from at least 10% of the members of the CIO; and
 - (ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- (c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.
- (g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- (h) A general meeting called in this way must be held not more than three months after the date when the members first requested the meeting.
- (i) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) Notice of general meetings

- (a) The charity trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members, and to any charity trustee of the CIO who is not a member.
- (b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- (c) The notice of any general meeting must:

- (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place;
 - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting;
 - (iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration; and
 - (v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause_22 (Use of electronic communication), details of where the information may be found on the CIO's website.
- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
 - (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

(4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause 19(2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the Vice-President, shall take the chair at the AGM.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be 50 members.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

- (a) Any decision other than one falling within clause **10**. (Members' Decisions, sub-section (3) "Decisions that must be taken in a particular way") shall be taken by a simple majority of votes cast at the meeting (including postal votes). Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (d) A poll may be taken :
- at the meeting at which it was demanded; or
 - at some other time and place specified by the chair; or
 - through the use of postal or electronic communications.
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Adjournment of meeting

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

(8) Postal Voting

- (1) The CIO may, if the charity trustees so decide, allow the members to vote by post or electronic mail (**email**) to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.
- (2) The charity trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of

votes.

- (3) If postal and/or email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 21 days before the deadline for receipt of votes cast in this way:
 - (a) a notice by email, if the member has agreed to receive notices in this way under clause 22 (Use of electronic communication), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
 - (b) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- (4) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for British Elbow & Shoulder Society', at the CIO's principal office or such other postal address as is specified in the voting procedure.
- (5) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- (6) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
- (7) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- (8) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he or she has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
- (9) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain

any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

- (10) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- (11) The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- (12) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
- (13) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to Electoral Reform Services.

(9) Adjournment of meetings

The chair may, with the consent of a meeting at which a quorum is present, (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Charity trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (ii) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (a) No one may be appointed as a charity trustee:
- if he or she is under the age of 16 years; or
 - if he or she would automatically cease to hold office under the provisions of clause 15(1)(f).
- (b) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
- (c) All of the trustees of the CIO must be 18 years of age or over.
- (d) The Officers of the Society should be
- (i) the President,
 - (ii) President Elect
 - (iii) the Vice President
 - (iv) the Honorary Secretary
 - (v) the Honorary Editorial Secretary
 - (vi) the Honorary Treasurer
 - (vii) the Web Master
 - (viii) the Member at Large
 - (ix) the Registry Representative,
 - (x) the Chair of the Research Committee
 - (xi) the Chair of the Culture & Diversity Committee
 - (xii) the Chair of the Education Committee; and
 - (xiii) the Immediate Past President

who shall constitute the Executive Committee.

As well as such other individuals as may from time to time be appointed or co-opted in accordance with clause 13.

(3) Number of charity trustees

- (a) There must be at least six charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

- (b) The maximum number of charity trustees is 15. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum

(4) First charity trustees

(a) The first charity trustees of the CIO are:

(i) President	Vikas Khanduja
(ii) President Elect	Dominic Meek
(iii) Vice President	Anil Gambhir
(iv) Honorary Secretary	Kathryn Gill
(v) Honorary Editorial Secretary	Simon Buckley
(vi) Honorary Treasurer	Matthew Wilson
(vii) Web Master	Tim Petherham
(viii) Member at Large	Henry Wynn-Jones
(ix) the Registry Representative	Ajay Malviya
(x) Chair of the Research Committee	Tim Board
(xi) Chair of the Culture & Diversity Committee	Joanna Maggs
(xii) Chair of the Education Committee	Satish Kutty
(xiii) the Immediate Past President	Andrew Hamer

13. Appointment of charity trustees

- (1) The Honorary Secretary will invite nominations for positions on the Executive from the Ordinary Members not less than 21 working days before the Annual General Meeting.
 - (a) Nominees shall be proposed by an Ordinary Member and seconded by an Ordinary Member. The nominee must consent for his or her name to go forward. Nominees for the post on the Executive should include, with their application, a short statement containing details of past experience and a vision of what they would like to achieve during their time on the Executive, if elected. This statement will be made available to members prior to the AGM.
 - (b) A ballot will be held at the AGM if there is more than one nomination for a post.
 - (c) If there are more than two ordinary members standing in an election to be an officer of the Society, then there will usually be two ballots. After the first ballot the two members with the greatest number of votes will contest a final ballot unless:
 - (d) The sum total of the votes cast for one contender is greater than the total votes cast for all the other contenders.
 - (e) There is a tie for second place in which case there will be a ballot for 'second place' by all the ordinary members present before the final ballot.
 - (f) In the event there is only one nomination then the membership shall, in any case, be balloted at the AGM; 75% of the Members present will be required to accept the nomination

otherwise a further invitation for nominations will be made to the Membership after the meeting. A postal vote (or secure internet vote) will proceed.

- (2) The President shall hold office for one year. The President shall chair all the meetings of the Society and the meetings of the Executive Committee.
- (3) The President Elect shall hold office for one year and succeed the President at the end of the Presidential term of office.
- (4) The Vice President shall be elected for a term of one year and succeed the President Elect at the end of the Presidential term of office.
- (5) The Honorary Secretary shall be elected for a period of three years and may be re-elected.
- (6) The Honorary Editorial Secretary shall be elected for three years and may be re-elected.
- (7) The Honorary Treasurer shall be elected for a period of three years and may be re-elected.
- (8) The Web Master shall be elected for three years and may be re-elected.
- (9) The Member at Large shall be elected for two years and normally be under the age of 45 at the time of his or her election. A Member at Large may not be re-elected
- (10) The Registry Representative shall be elected for three years and may be re-elected
- (11) The Registry Representative will chair the Non-Arthroplasty Hip Registry User Group
- (12) The Chair of the Research Committee shall be elected for three years and may be re-elected.
- (13) The Chair of the Culture and Diversity Committee shall be elected for 2 years and may be re-elected
- (14) The Chair of the Education Committee shall be elected for 3 years and may be re-elected
- (15) The Past President shall remain as an Officer for one year.
- (16) The Past President will normally represent the Society on the Beyond Compliance Supervisory Committee
- (17) The Past President will chair the Professional Affairs Committee
- (18) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded;
- (19) A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (1) and (2) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.
- (20) The boards and sub-committees of the British Hip Society shall be organised as follows
 - (a) The Non-Arthroplasty Hip Registry ("NAHR") Board
 - (i) Consists of a Chairperson (the Registry Representative of the BHS Executive), and co-opted members.
 - (ii) Membership of the current User Group can be found on the NAHR website.
 - (iii) Structure of the NAHR Board

- Chairperson, Vice Chair, Treasurer, Compliance Lead, Research Lead, Editorial Secretary, Amplitude Lead, Website Lead, Trustees (Past Chairs)
 - Regional Representatives (10) – One each from North East and Yorkshire, North West, Midlands, East of England, London, South East, South West, Scotland, Wales and Northern Ireland. These would be members who have been actively contributing to the Registry for at least two years and would serve as regional Champions.
- (b) “The Research Committee of the British Hip Society”
- (i) Formation
- Set up in 2019 after a motion proposed by Tim Board in 2018 that the BHS increases its engagement in collaborative research. This was discussed further at the BHS Executive Away Day in April 2019
 - The formation of the committee was ratified at the AGM in 2020
 - Tim Board (Member at Large) tasked with setting up and chairing the committee with support from Jonathan Howell (President Elect)
 - Research Representative established as a post on the Executive to chair the Research Committee, ratified at the AGM in 2020
 - Five Members co-opted
 - Initial terms for two, three and four years to be decided amongst the founding members) to ensure future staggering of replacement appointments to the committee
- (ii) Committee Membership
- Six Members
 - Five BHS Members – in good standing
 - Chairperson
 - Five BHS Members and a Chairperson (apart from founding members as above) will serve a three-year term
 - Replacements will be nominated/ seconded at the AGM when required
- (iii) Function
- Advise BHS members on research related matters
 - Drive forward research collaborations regarding hip surgery
 - Promote engagement of members Issues with national trials
 - Engage and support Priority Setting Partnerships (PSPs) within hip surgery
 - Advise the BHS Executive Committee on research related matters
 - Supervise or otherwise oversee any BHS research fellowship
 - Assess and advise on any submission for BHS membership surveys
 - To liaise closely with the BOA research committee and other national research bodies to keep abreast
- (iv) Meetings
- Quarterly with extraordinary meetings as required
 - Minuted by Committee Member

- Minutes discussed as Standing item on Agenda for BHS Executive Meetings
- Minutes uploaded on BHS website

(c) The Education Committee of the British Hip Society

(i) Formation

- The formation of the Education Committee was discussed by the BHS Executive Committee in 2019 and existing committee members were initially co-opted
- The formation of the committee was ratified at the AGM in 2020
- The initial task was to deliver a single day education session at the annual meeting of the BHS
- This session is intended for trainees preparing for the FRCS(T+O) examination

(ii) Committee Membership

- Five members:
- Vice President acts as Chair
- Editorial Secretary
- BHS Ordinary Members co-opted as required
- Members serve for three years with exception of founding members who serve for two, three and four years to ensure future staggering of replacement appointments to the committee
- Replacements will be nominated/ seconded at the AGM when required

(iii) Meetings

- Quarterly minimum via teleconference
- Minuted by committee member
- Minutes to be sent to BHS Executive and discussed as an agenda item on the regular Executive conference calls
- Minutes uploaded on BHS website

(d) The BHS Culture and Diversity Committee

(i) Formation

- The formation of a BHS Culture Working Group was discussed and agreed at the BHS Executive Away Day 2020
- Call for volunteers for the group sent out to BHS membership
- Initial membership of the Working Group comprised of eight members co-opted by BHS President
- Proposal to replace Working Group with an elected Committee to be discussed at BHS AGM 2021
- Proposal to include a chair of the Committee to join the BHS Executive Committee

(ii) Committee Membership

- Up to eight members
- Chair of the Committee
- A representative from BOTA
- Up to six further members
- No requirement for Committee members to be members of the BHS

(iii) Meetings

- Minimum quarterly meetings in person or by teleconference
- Attendance of two thirds of Committee members to be quorate
- Minutes to be recorded by a Committee member
- Minutes to be shared with BHS Executive and agreed minutes to be published on the BHS website

14. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of the CIO's latest trustees' annual report and statement of accounts.

15. Retirement and removal of charity trustees

(1) A charity trustee ceases to hold office if he or she:

- (a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- (c) dies;
- (d) in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
- (e) is removed by the charity trustees in accordance with sub-clause (2) of this clause; or
- (f) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) A charity trustee shall be removed from office if a decision to remove that trustee is proposed at a meeting of the trustees called for that purpose on at least 14 clear days' notice and at least a two-thirds majority of the votes cast at the meeting are in favour of removing that trustee. That trustee shall not be entitled to vote on that decision or be counted in the quorum present.

(3) A decision to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 21 clear days' notice in writing of the proposal.

to remove him or her as a charity trustee, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the other charity trustees.

16. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment. A charity trustee who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least three years.

The only exception to the above is in relation to the member at large who is appointed for a term of two years and cannot be reappointed.

17. Taking of decisions by charity trustees

Any decision may be taken either:

- at a meeting of the charity trustees; or
- by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that
 - a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
 - the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve [within 28 days of the circulation date].

18. Delegation by charity trustees

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

- (3) The Executive Committee has the power to co-opt other members for specific duties from time to time. Such duties include being local host at the Annual General Meeting, a representative to work with the Medicines and Healthcare products Regulatory Agency or any other organisation as appropriate.

19. Meetings and proceedings of charity trustees

(1) Calling meetings

- (a) Any charity trustee may call a meeting of the charity trustees.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to [one third] of the total number of charity trustees, whichever is greater or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- [(c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

- (1) The CIO shall execute documents by signature.
- (2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

22. Use of electronic communications

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

23. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

24. Minutes

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the charity trustees and committees of charity trustees including:
- the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions;

- (4) decisions made by the charity trustees otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- (2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

27. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended:
- (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- (2) Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

- (a) at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of the CIO.
- (2) Subject to the payment of all the CIO's debts:
- (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
- (a) the charity trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the CIO;
 - (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

"connected person" means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled:
 - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which:
 - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 shall apply for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The **“Communications Provisions”** means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

“charity trustee” means a charity trustee of the CIO.