

THE BRITISH ASSOCIATION OF UROLOGICAL SURGEONS

RULES – With proposed amendments shown (for AGM on 26 June 2024)

The British Association of Urological Surgeons Limited is a charitable company limited by guarantee (the 'Charity').

The objects of the Charity are to promote the highest standard in the practice of Urology for the benefit of patients by fostering education, research and clinical excellence.

These rules are made in accordance with Article 13 of the Charity's Articles of Association. Copies of the Memorandum and Articles of Association are available for inspection at the Charity's offices or on the website, www.baus.org.uk. Nothing in these Rules is intended to contradict the Memorandum and Articles. The Rules should be interpreted in accordance with the Memorandum and Articles.

1. MEMBERSHIP

- 1.1 Members shall be individuals or organisations in urological practice interested in the promotion of the objects.
- 1.2 There shall be three classes of voting members who shall be entitled to hold office as Trustees or Council members and to vote at regional and general meetings of the Charity:
 - a) Member: Specialist Register - must be on the Specialist Registers in Urology in the UK or in the Republic of Ireland*. Exceptionally surgeons who are on the Specialist Register in another specialty but who have a substantial commitment to urology may be admitted to this category.
 - b) Member: Urological Specialist - urologists in practice in the UK or Republic of Ireland* who are not on the Specialist Registers and are not pursuing a training objective.
 - c) Member: Trainee - must hold a medical qualification and be pursuing, or wanting to pursue, training in urology in the UK or Republic of Ireland*. All Trainee members automatically become members of the BAUS Section of Trainees.

Continuation in this category will be reviewed after ten years. On gaining entry to the Specialist Register trainees will normally automatically move to the 'Member: Specialist Register' category although trainees who have not yet taken up a consultant appointment and who are continuing to pursue training, e.g. a Fellowship, may remain in the Member: Trainee category for up to 1 year post entry on the Specialist Registers. A member who is considered by the Charity no longer to be pursuing a training path may be required to be automatically moved to the 'Member: Urological Specialist' category.

*Note: Urologists in the Republic of Ireland who are eligible for the three membership categories above may choose the 'International Member' category but would forfeit voting rights.

Such members shall be in practice or training at the time of their election and must remain in training or practice to continue to be voting members.

1.3 There shall be at least six classes of non-voting member:

- a) Allied Professional - will be qualified healthcare professionals who have a commitment to the delivery of care to urological patients. This category will include but is not limited to:
 - i. Doctors who are not designated urologists (oncologists, radiologists, GPs, etc.)
 - ii. Physician associates
 - iii. Surgical assistants / Robotic assistants
 - iv. Advanced clinical practitioners
 - v. Specialist nurses / Advanced nurse practitioners
 - vi. Physiotherapists
 - vii. Clinical scientists
- b) International – urologists who are working in urological practice outside the UK who want to engage with BAUS.
- c) Retired - a member who retires fully from active practice will be eligible to apply for Retired membership. Members who have retired from practice but continue to engage in clinical activities related to urology will only be eligible to apply for Semi-Retired Membership.
 - i. Retired – pay no subscriptions; will not receive the Journals; will receive BAUS mailings;
 - ii. Semi-Retired – pay a reduced price subscription and will receive the Journals.
- d) Medical Students and Foundation Trainees – membership is open to medical students at registered medical schools in the UK and Republic of Ireland. Details of medical schools recognised for membership are published on the BAUS website. Membership is also open to any Foundation Year (FY) trainee with an interest in urology.
- e) Lay Trustees.
- f) Honorary Members, who shall be persons who have made a distinguished contribution to urology or who have achieved outstanding prominence in a field of medicine related to urology either in the UK or internationally. They shall pay no annual subscription.

2. MODE OF ELECTION

- 2.1 Applications for membership shall generally be submitted to the Charity online for admission in accordance with such procedures as the Trustees may from time to time determine.
- 2.2 The Trustees shall have the power to elect such Honorary Members as they think fit, provided that they fulfil the conditions of Rule 1.3 (f).

3. TERMINATION OF MEMBERSHIP

3.1 Membership is terminated if the member concerned:

- a) gives 14 days written notice of resignation to the Secretariat;

- b) dies;
- c) is more than three months arrears in paying the relevant subscription; (the Trustees may reinstate the member upon application in writing and payment of the amount due plus an administration charge);
- d) is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice.

4. SUBSCRIPTIONS

Annual subscriptions shall be determined and annually reviewed by the Trustees. The subscription year shall be January to December. The annual membership subscriptions shall be published on the Charity's website.

5. JOURNALS

The BJU International and the Journal of Clinical Urology (JCU) or such other or replacement Journals as may from time to time be determined by the Trustees are official journals for the Charity. BAUS has a nominated representative to BJU International, usually the President or Vice-President, who shall attend its Executive Committee.

6. OFFICERS

6.1 The Officers of the Charity shall be the following:

- a) President
- b) ~~Vice President~~ **President Elect**
- c) ~~Honorary Secretary~~ **Vice President Education**
- d) ~~Honorary Secretary Elect~~ **Deputy Vice President Education**
- e) ~~Honorary Treasurer~~ **Vice President Membership**
- f) ~~Honorary Treasurer Elect~~ **Deputy Vice President Membership**

6.2 The Officers shall by virtue of their office be trustees of the Charity.

6.3 Procedures for appointment are set out below, all new appointments are subject to election at the Annual General Meeting and all Officers take and demit office at the Annual General Meeting.

6.4 **The President** shall hold office for two years from the time of appointment at the Annual General Meeting. The President is the chair of the Trustees.

6.5 **The ~~Vice President~~ President Elect** shall hold office for two years after which ~~s/he~~ **they** will proceed to President at the Annual General Meeting without a vote being necessary for this conversion. The ~~Vice President~~ **President Elect** shall be elected by the voting Members. Nominations will be invited by the Secretariat and any voting Members wishing to stand must submit their nomination signed by two nominators who must be voting Members to the Secretariat by a given date. Nominees and their nominators must be voting Members in good standing. If the number of nominees is more than one a list of nominees and balloting forms will then be sent to voting

Members and the election will be by means of the 'single transferable vote' method. If there is only one nominee such nominee will be the only name appearing on the balloting form for election.

- 6.6 ~~The Honorary Secretary~~ **Vice President Education** shall hold office for two years from the time of the Annual General Meeting.
- 6.7 ~~The Honorary Secretary Elect~~ **Deputy Vice President Education** shall hold office for two years after which ~~s/he~~ **they** shall proceed to ~~Secretary~~ **Vice President Education** at the Annual General Meeting without a vote being necessary for this conversion. The ~~Honorary Secretary Elect~~ **Deputy Vice President Education** shall be elected by the voting Members. Nominations will be invited by the Secretariat and any voting Members wishing to stand must submit their nomination signed by two nominators who must be voting Members to the Secretariat by a given date. Nominees and their nominators must be voting Members in good standing. If the number of nominees is more than one a list of nominees and balloting forms will then be sent to voting Members and the election will be by means of the 'single transferable vote' method. If there is only one nominee such nominee will be the only name appearing on the balloting form for election
- 6.8 ~~The Honorary Treasurer~~ **Vice President Membership** shall hold office for two years from the time of the Annual General Meeting.
- 6.9 ~~The Honorary Treasurer Elect~~ **Deputy Vice President Membership** shall hold office for two years after which ~~s/he~~ **they** shall proceed to ~~Secretary~~ **Vice President Membership** at the Annual General Meeting without a vote being necessary for this conversion. The ~~Honorary Treasurer Elect~~ **Deputy Vice President Membership** shall be elected by the voting Members. Nominations will be invited by the Secretariat and any voting Members wishing to stand must submit their nomination signed by two nominators who must be voting Members to the Secretariat by a given date. Nominees and their nominators must be voting Members in good standing. If the number of nominees is more than one a list of nominees and balloting forms will then be sent to voting Members and the election will be by means of the 'single transferable vote' method. If there is only one nominee such nominee will be the only name appearing on the balloting form for election.
- 6.10 In the event that a vacancy occurs amongst the Officers, the Trustees will determine whether to fill the role by co-option until the next AGM, acceleration of an Officer Elect (who can serve for two further years from the Annual General Meeting next following) or to call for nominees for election and if required, a ballot for Election at the next Annual General Meeting.

7. TRUSTEES

- 7.1 The Board of Trustees has legal and fiduciary responsibility for the Charity. Its performance is monitored by Council. There will be at least 6 and not more than 10 Trustees.
- 7.2 The Trustees are the Officers of BAUS. Additionally the Trustees can appoint up to 4 additional Trustees, to serve for a maximum initial term of three years.
- 7.3 Trustees (other than lay Trustees) shall at the time of their initial appointment be qualified as voting members of the Charity

- 7.4 The Trustees must hold at least 3 meetings each year. A quorum at a meeting of the Trustees is a majority of the Trustees in office or 5, whichever is the greater.
- 7.5 The President or (if the President is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 7.6 Except for the chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.

8. COUNCIL

- 8.1 The Council will play a pivotal role in determining the strategic and professional direction of the Charity, ensuring it is responsive to the needs and views of its membership
- 8.2 Until further decision of the Council approved by the Trustees, the Council consists of:

Members

The Trustees

16 regionally elected voting members

~~A representative of the membership class 'Member: Urological Specialist'~~

Ex-officio members

Chairs of the Specialist Sections

~~Chair, BAUS Education Committee~~

Chair, Audit Steering Group

BAUS Representative, RCS England Council

Chair, SAC in Urology

Urology Surgical Speciality Lead (Research)

Chair, BJU International

A representative of The Urology Foundation

Non-Voting Members

A representative of the British Association of Urological Nurses

- 8.3 Council may appoint additional members for stated periods of time (up to the second Annual General Meeting following appointment) at their own discretion.
- 8.4 The regionally elected members shall be elected for three years and be eligible for re-election for a further period of two years. Candidates wishing to stand for election must be voting members in good standing. Elections shall be arranged in such a manner as the Trustees may from time to time determine so that election results can be announced at the Annual General Meeting.
- 8.5 Regionally elected candidates must be in practise in the region in which they wish to stand for election and must remain in practise in that region throughout their term of office.
- 8.6 Candidates must submit their nomination with the names of two voting members in their region who have agreed to support their nomination.
- 8.7 Members will take, and demit, office at the Annual General Meeting. If a regionally elected Council member moves from the region for which they were elected they will be required to stand down at the next Annual General Meeting and an election will be held.

- 8.8 Regionally elected Council members will be accountable to their electorate and will be required to report to Council.
- 8.9 If any casual vacancy occurs the Trustees shall have power to appoint a successor to fill it until the next Annual General Meeting.
- 8.10 Council will meet at least two but not more than four times a year. It may adjourn and otherwise regulate meetings as it thinks fit. At the request of the Trustees or one third of Council members, the Chief Executive shall at any time call a special meeting of Council.
- 8.11 The quorum for meetings of Council shall be one third of Council members.
- 8.12 The President or (if the President is unable or unwilling to do so) the ~~Vice President~~ **President Elect** or some other officer chosen by the officers present presides at each meeting.
- 8.13 Except for the chair of the meeting, who has a second or casting vote, every voting member has one vote in respect of proposals arising at a meeting of Council. Legal and fiduciary matters are reserved to the Trustees.

9. **DISQUALIFICATION AND REMOVAL OF COUNCIL MEMBERS**

- 9.1 A person shall cease to be a Council member if he or she:
- a) Resigns his or her office by notice in writing to the Charity;
 - b) Is absent without good reason for 2 consecutive meetings of Council;
 - c) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - d) Is removed from Council membership by resolution of the Trustees on the ground that in their reasonable opinion the Council member's continued membership is harmful to the Charity. The Trustees may only pass such a resolution after notifying the Council member in writing and considering the matter in the light of any written representations which the Council member concerned puts forward within 14 clear days after receiving notice.

10 **SECTIONS AND COMMITTEES**

- 10.1 The Trustees may establish and disestablish such committees as they think fit. The Trustees may delegate any of their functions to committees of the Charity consisting of two or more individuals appointed by them. One member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees. Nothing in these rules shall deflect ultimate responsibility for the management of the Charity from the Trustees.
- 10.2 The membership and terms of reference of each section and committee and the manner in which committee meetings are conducted shall be determined from time to time by the Trustees. Every committee shall, in the exercise of the powers so delegated by the Trustees, conform to any restrictions that may be imposed in their terms of reference.

11 GENERAL MEETINGS

11.1 An Annual General Meeting must be held every year. At the AGM the members:

- a) receive the accounts of the Charity for the previous financial year;
- b) receive the Trustees' report on the Charity's activities since the previous AGM;
- c) accept the retirement of those Trustees who wish to retire or who are retiring at the end of their term of office;
- d) receive the results of any ballot for election of Trustees and Council members to fill any vacancies arising;
- e) appoint auditors for the Charity;
- f) may confer on any individual (with his or her consent) the honorary title of Patron;
- g) may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.

11.2 Any voting members who want to move a motion at the Annual General Meeting shall give notice thereof in writing to the Secretariat not less than two months before the date of such a meeting.

11.3 All members of the Charity shall be entitled to attend general meetings but only Members in the following categories shall be entitled to vote: 'Member: Specialist Register', 'Member: Urological Specialist' and 'Member: Trainee'.

11.4 Visitors may, by permission of the President, be introduced by Members.

11.5 General meetings are called on at least 21 days' clear written notice specifying the business to be discussed.

11.6 There is a quorum at a general meeting if the number of members present in person or by proxy is at least twenty of the voting members.

11.7 The President or (if the President is unable or unwilling to do so) some other member elected by those present presides at a general meeting.

11.8 Except where otherwise provided by the Companies Act, the Articles and these Rules, issues will be decided by a majority of votes cast. Every voting member present in person or by proxy has one vote on each issue.

11.9 A general meeting may be called at any time by the Trustees and must be called within 28 clear days on a written request from at least 5% of the voting members

12 AMENDMENT OF RULES

12.1 The Trustees may make such additional rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity

provided that no rule which shall be inconsistent with or repeal anything contained in the Rules may be made other than pursuant to points a) and b) below.

- a) The Rules may be altered only by the vote of a majority of the voting members present in person or by proxy at a general meeting. The Secretariat shall give notice of every proposed alteration to all voting members not less than twenty-one days before the date of the meeting.
- b) No alterations or additions shall be made to the Rules which will cause the Charity to cease to be a charity in law or which shall be inconsistent with, affect or repeal anything contained in the Memorandum or the Articles of Association.

13 AMENDMENT OF ARTICLES OF ASSOCIATION

13.1 The Charity in general meeting shall have power to alter or amend the Articles of Association. The Articles of Association may only be altered by the vote of at least three-quarters of those voting members present in person or by proxy and voting. The quorum for a meeting at which amendment to the Articles is to be considered is 80. The Secretariat shall give notice of every proposed alteration to all voting members not less than twenty-one days before the date of the meeting.

May 2024