



British Society of Interventional Radiology (BSIR) Constitution

1. NAME

- 1.1 The name of the Association is The British Society of Interventional Radiology ('the Society').

2. OBJECTS

- 2.1 The objects of the Society are the advancement of education in interventional radiology and the provision of further facilities for education and research in interventional radiology ('the Objects').

3. POWERS

The Society has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To foster relationships between all those engaged in and associated with interventional radiology and to cooperate with other bodies.
- 3.2 To organise meetings and provide for an exchange of scientific information.
- 3.3 To promote or carry out research.
- 3.4 To provide advice and support to members and other professional groups carrying out interventional radiology procedures, in particular by advising the Royal College of Radiologists, other professional and regulatory bodies, and the NHS in matters pertaining to interventional radiology.
- 3.5 To publish or distribute information on the practice of interventional radiology procedures.
- 3.6 To support, administer or set up other charities.
- 3.7 To raise funds (but not by means of taxable trading).
- 3.8 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act).
- 3.9 To acquire or hire property of any kind.
- 3.10 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act).
- 3.11 To make grants or loans of money and to give guarantees.
- 3.12 To set aside funds for special purposes or as reserves against future expenditure.



November 2012

- 3.13 To operate bank accounts in the name of the Society , deposit funds in any lawful manner and to apply or invest all, or part of, the funds in the purchase of or at interest upon the security of all investments or property of whatsoever nature and where so ever situated (including without prejudice to the generality of clause 3.9 the purchase or improvement of any freehold or leasehold house or other property in the United Kingdom or elsewhere including houses or other property intended to be used for the purposes of the Society) and whether income producing or not as the Council Members shall in their absolute discretion think fit, with the intention that the Council Members shall have the same powers in all respects as if they were absolutely and beneficially entitled to the funds.
- 3.14 To delegate the management of investments to a financial expert, but only on terms that:
- 3.14.1 the investment policy is recorded in writing for the financial expert by the Council;
 - 3.14.2 every transaction is reported promptly to the Council;
 - 3.14.3 the performance of the investments is reviewed regularly with the Council;
 - 3.14.4 the Council is entitled to cancel the delegation arrangement at any time;
 - 3.14.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 3.14.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Council on receipt; and
 - 3.14.7 the financial expert must not do anything outside the powers of the Council.
- 3.15 To insure the Society's property against any foreseeable risk and take out other insurance policies to protect the Society where required.
- 3.16 To insure Council Members against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the Council Member concerned knew that, or was reckless as to whether, the act or omission was a breach of trust or breach of duty).
- 3.17 Subject to clause 10.2, to employ paid or unpaid agents, staff or advisers.
- 3.18 To enter into contracts to provide services to or on behalf of other bodies.
- 3.19 To pay the costs of forming the Society and registering it as a charity.
- 3.20 To do anything else within the law which promotes or helps to promote the Objects.



November 2012

4. MEMBERSHIP

- 4.1 Full membership of the Society is open to medical practitioners who have an interest in the practice of interventional radiology. There shall be no limit to the number of full members.
- 4.2 Associate membership of the Society is open to allied medical staff, including nurses and radiographers and to organisations involved in interventional radiology. There shall be no limit to the number of associate members. Associate members will have all the rights of full members except they will not be entitled to membership of the cardiovascular and interventional society of Europe (CIRSE), receive the CVIR journal, attend the AGM, vote for or stand for a position as a Council Member or a member of any committees of the Society.
- 4.3 The Council may establish different classes of membership and set appropriate rates of subscription, assessments, rights and privileges. All subscription fees paid to the Society are non-refundable.
- 4.4 Election to full membership shall be by nomination paper proposed and seconded by existing full members. Election to associate membership shall be by nomination paper proposed and seconded by existing associate members.
- 4.5 The Council must keep a register of members.
- 4.6 A member whose subscription is 4 months in arrears ceases to be a member but may be readmitted on payment of the amount owing.
- 4.7 A member may resign by written notice to the Society.
- 4.8 The Council may terminate the membership of any individual or organisation whose continued membership would in the reasonable view of the Council be harmful to the Society (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice).
- 4.9 Membership of the Society is not transferable.

5. GENERAL MEETINGS

- 5.1 Only full members in good standing ('eligible members') are entitled to attend general meetings of the Society in person or (in the case of a eligible member organisation) through an authorised representative.
- 5.2 General meetings are called by 21 clear days' written notice to the eligible members specifying the business to be transacted.
- 5.3 There is a quorum at a general meeting if the number of eligible members or authorised representatives of eligible members personally present is a least 15.



November 2012

- 5.4 The President or (if the President is unable or unwilling to do so) the Vice President or (if both the President and the Vice President are unable or unwilling to do so) some other eligible member elected by those present presides at a general meeting.
- 5.5 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the eligible members present in person or (in the case of an eligible member organisation) through an authorised representative.
- 5.6 Except for the chair of the meeting, who has a second or casting vote, every eligible member present in person or (in the case of an eligible member organisation) through an authorised representative is entitled to one vote on every issue.
- 5.7 An AGM must be held in every year and shall be called on at least 2 months' written notice to all eligible members.
- 5.8 At an AGM the eligible members:
- 5.8.1 receive the accounts of the Society for the previous financial year;
 - 5.8.2 receive the report of the Council on the Society's activities since the previous AGM;
 - 5.8.3 ratify the outcome of the elections for Officers and sub-committees;
 - 5.8.4 appoint an auditor or independent examiner for the Society where required;
 - 5.8.5 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice President of the Society; and
 - 5.8.6 discuss and determine any issues of policy or deal with any other business put before them by the Council.
- 5.9 An EGM may be called at any time by the Council and must be called within one month after a written request to the Secretary from at least 30 eligible members.

6. SCIENTIFIC MEETINGS

- 6.1 At least one scientific meeting of the Society will be held in every year.
- 6.2 Scientific meetings may be open to participation by all members and also to individuals who are not members of the Society at the Council's discretion.



November 2012

7. THE COUNCIL

- 7.1 The Council Members, as charity trustees, have control of the Society and its property and funds.
- 7.2 The Council when complete consists of at least three individuals, all of whom must be full members (but must not be paid employees) of the Society, and shall include:
- 7.2.1 the Officers, who are elected in accordance with clauses 7.3 to 7.6;
 - 7.2.2 the chairmen of each of the committees for the duration of their term of office as such;
 - 7.2.3 ex officio Council Members (set out in clause 7.8); and
 - 7.2.4 any co-opted Council Members, appointed by resolution of the Council to fill any vacancy and to hold office until the first opportunity to offer themselves for re-election.
- 7.3 The President shall succeed to this office from Vice President and shall serve for 2 years. The President shall represent the Society at home and abroad, chair meetings of the Council and preside over general meetings of the Society. The President shall, where required, act as Council representative on one or more committees, as Council liaison.
- 7.4 The Vice President shall be elected by the eligible members of the Society in accordance with any applicable Rules and shall serve for a period of 2 years. Nominations for Vice-President may be made by any eligible member of the Society and must be seconded by another eligible member and shall be submitted to the Secretary in writing within the time specified in any applicable Rules. Nominations shall be signed by both the proposer and seconder. Nominees should be serving or previous Council Members and they must sign the nomination to signify their consent to nomination. Elections will be by electronic or postal ballot, the winner being the nominee who receives the most votes. In the event of a tie, a further vote will be carried out amongst Council Members. The Vice President shall represent the Society at home and abroad, chair meetings of the Council and preside over general meetings of the Society in the absence of the President. The Vice President shall, where required, act as Council representative on one or more committees, as Council liaison.
- 7.5 The Secretary shall be elected by the eligible members of the Society following submission of seconded nominations in accordance with clause 7.9 and serve for a period of 2 years. The Secretary shall be responsible for keeping a permanent record of the proceedings of the Society, maintaining and updating the register of members and dealing with all the correspondence of the Society. The Secretary will cover additional roles and deputize for the President and Vice President as necessary. The Secretary shall, where required, act as Council representative on one or more committees, as Council liaison.
- 7.6 The Treasurer shall be elected by the eligible members of the Society following submission of seconded nominations in accordance with clause 7.9 and serve for a period of 4 years. The Treasurer shall collect and be accountable for all funds of the Society and the production of annual statements of account as required by



November 2012

clause 11.1. The Treasurer shall cover additional roles and deputize for the President and Vice President as necessary. The Treasurer shall, where required, act as Council representative on one or more committees, as Council liaison.

7.7 The ex officio Council Members shall be:

7.7.1 The full member who holds the highest office on the Executive of the Cardiovascular and Interventional Radiological Society of Europe (CIRSE) for the duration of his or her term as such.

7.7.2 The immediate Past President for a period of one year.

7.7.3 The chairman of the organising committee of the next scientific meeting of the Society for a period of one year.

7.7.4 The chairman of each committee formed in accordance with clause 9.4 for the duration of their term of office as such.

7.8 Nominations for the appointment of Council Members may be made by any eligible member of the Society and shall be submitted to the Secretary in writing within the time specified in any applicable Rules. Nominations shall be signed by the proposer and seconder and by the nominee to signify his or her consent to nomination. Election shall be by electronic or postal ballot except that, if the numbers of nominees equals the number of places available, the nominees shall be deemed to be duly elected. The results shall be declared at the AGM.

7.9 Each Council Member shall hold office for one term as set out in this clause 7 and on retirement from office shall not be eligible to seek immediate re-election to the same post, but may seek election to a different post.

7.10 Every Council Member must sign a declaration of willingness to act as a charity trustee of the Society before he or she is eligible to vote at any meeting of the Council.

7.11 A person automatically ceases to be a Council Member if he or she:

7.11.1 is disqualified under the Charities Act from acting as a charity trustee;

7.11.2 is incapable, whether mentally or physically, of managing his or her own affairs;

7.11.3 is absent without permission from three consecutive meetings of the Council and a resolution is passed by the Council to remove him or her from office;

7.11.4 ceases to be a member of the Society (but such a person may be reinstated by resolution of the Council on resuming membership of the Society);

7.11.5 resigns by written notice to the Council (but only if at least three Council Members will remain in office);
or



November 2012

7.11.6 is removed from the General Medical Council Registration.

- 7.12 A retiring Council Member is entitled to an indemnity from the continuing Council Members at the expense of the Society in respect of any liabilities properly incurred while he or she held office.
- 7.13 A technical defect in the appointment of a Council Member of which the Council is unaware at the time does not invalidate decisions taken at a meeting.

8. COUNCIL MEETINGS

- 8.1 The Council must hold at least 2 meetings each year.
- 8.2 A quorum at a Council meeting is 3 Council Members.
- 8.3 A Council meeting may be held either in person or through electronic means agreed by the Council in which each participant may communicate with all other participants.
- 8.4 The President or (if the President is unable or unwilling to do so) the Vice President or (if both the President and the Vice President are unable or unwilling to do so) some other Council Member chosen by the Council Members present presides at each Council meeting.
- 8.5 Every issue may be determined by a simple majority of the votes cast at a Council meeting but a resolution which is in writing and signed by all Council Members is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 8.6 Except for the chair of the meeting, who has a second, or casting vote, and the ex officio Council Members, who do not have a vote, every Council Member has one vote on each issue.

9. POWERS OF COUNCIL

The Council has the following powers in the administration of the Society:

- 9.1 to delegate any of their functions to an Executive Committee consisting of the Officers (but all proceedings of the Executive Committee must be reported promptly to and ratified by the Council);
- 9.2 to appoint working groups upon such terms and subject to such conditions as the Council shall determine;
- 9.3 to make standing orders consistent with this Constitution to govern proceedings at general meetings;
- 9.4 The Council may delegate any of its functions to committees consisting of three or more individuals appointed by them.



November 2012

- 9.5 to make rules consistent with this Constitution to govern the proceedings of the Council, Executive Committee, committees and/or working groups and/or to govern the process for the appointment of Officers and/or about any other matter relating to the running of the Society (including the operation of bank accounts and the commitment of funds) ('Rules');
- 9.6 to resolve or establish procedures to assist the resolution of disputes within the Society; and
- 9.7 to exercise any powers of the Society which are not reserved to a general meeting.

10. BENEFITS TO MEMBERS AND COUNCIL MEMBERS

- 10.1 The property and funds of the Society must be used only for promoting the Objects and do not belong to the members of the Society or the Council Members.
- 10.2 No Council member may receive any payment of money or other material benefit (whether direct or indirect) from the Society except
- 10.2.1 under clauses 3.16 (indemnity insurance) and 10.2.6 (fees)
 - 10.2.2 reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in the administration of the Society
 - 10.2.3 interest at a reasonable rate on money lent to the Society
 - 10.2.4 a reasonable rent or hiring fee for property let or hired to the Society
 - 10.2.5 an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings)
 - 10.2.6 any Council member who possesses specialist skills or knowledge, and any firm or company of which such a person is a member or employee, may charge and be paid reasonable fees for work carried out for the Society on the instructions of the other Council members but
 - (i) only if the procedure prescribed by clause 10.3 is followed in selecting the member, firm or company concerned and setting the fees and
 - (ii) provided that this provision may not apply to more than one half of the Council members in any financial year
 - 10.2.7 in the case of an individual member, charitable benefits in his or her capacity as a beneficiary
 - 10.2.8 in exceptional cases, other payments or material benefits (but only with the prior written approval of the Commission)



November 2012

10.3 Whenever a Council member has a personal interest in a matter to be discussed at a Council meeting, the Council member must

10.3.1 declare an interest before discussion begins on the matter

10.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information

10.3.3 not be counted in the quorum for that part of the meeting

10.3.4 withdraw during the vote and have no vote on the matter

10.4 Any nominee company acting under clause 11.2.2, any trust corporation appointed under clause 11.2.4 and any custodian appointed under clause 11.3 may be paid reasonable fees.

11. PROPERTY AND FUNDS

11.1 Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested in accordance with clause 3.13 until needed.

11.2 Investments and other property of the Society may be held:

11.2.1 in the names of the Council Members for the time being (or in the name of the Council if incorporated under the Charities Act);

11.2.2 in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Council or of a financial expert acting on its instructions;

11.2.3 in the name of at least two and up to four holding trustees for the Society who must be appointed (and may be removed) by a resolution of the Council;

11.2.4 in the name of a trust corporation as a holding trustee for the Society, which must be appointed (and may be removed) by deed executed by the Council; or

11.2.5 in the case of land, by the Official Custodian for Charities under an order of the Commission or the Court.

11.3 Documents and physical assets may be deposited with any company registered or having a place of business in England and Wales as custodian.

12. RECORDS & ACCOUNTS

12.1 The Council must comply with the requirements of the Charities Act as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:



November 2012

- 12.1.1 annual reports;
 - 12.1.2 annual returns; and
 - 12.1.3 annual statements of account.
- 12.2 The Council must keep proper records of:
- 12.2.1 all proceedings at general meetings;
 - 12.2.2 all proceedings at Council meetings;
 - 12.2.3 all proceedings and reports of the Executive Committee, other committees and working parties; and
 - 12.2.4 all professional advice obtained.
- 12.3 Accounting records, annual reports and statements of account relating to the Society must be made available for inspection by any Council Member at any time during normal office hours and may be made available for inspection by members if the Council so decides.
- 12.4 A copy of the latest available statement of account must be supplied on request to any Council Member or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Society's reasonable costs.
- 13. NOTICES**
- 13.1 Notices under this Constitution may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or in any newsletter distributed by the Society.
- 13.2 The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address).
- 13.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:
- 13.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;
 - 13.3.2 two clear days after being sent by first class post to that address;
 - 13.3.3 three clear days after being sent by second class post or overseas post to that address;
 - 13.3.4 on the date of publication of a journal or newspaper containing the notice;
 - 13.3.5 on being handed to the member or its authorised representative personally or, if earlier,



November 2012

13.3.6 as soon as the member acknowledges actual receipt.

13.4 A technical defect in the giving of notice of which the members or the Council Members are unaware at the time does not invalidate decisions taken at a meeting.

14. AMENDMENTS

This Constitution may be amended at an AGM by a two thirds majority of the votes cast by the eligible members present or (in the case of an eligible member organisation) through an authorised representative, but:

14.1 Notice of the proposed amendments must be received by the Secretary at least 2 months before the AGM and must be given to the eligible members at least 1 month before the AGM. Notice of any further amendments to the proposed changes must be received in writing by the Secretary at least 1 week before the AGM.

14.2 No amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the Society.

14.3 Clauses 10.2 and 10.3 not be amended without the prior written consent of the Commission.

15. INCORPORATION

15.1 The Council may apply to the Commission under the Charities Act for a certificate of incorporation relating to the Council but only after consulting the eligible members at a general meeting.

15.2 The eligible members at a general meeting may authorise the Council to transfer the assets and liabilities of the Society to a limited company established for exclusively charitable purposes within, the same as or similar to the Objects and of which the members of the Society will be entitled to be members.

15.3 On a transfer under clause 15.2 the Council must ensure that all necessary steps are taken as to:

15.3.1 the transfer of land and other property

15.3.2 the novation of contracts of employment and transfer of pension rights; and

15.3.3 the trusteeship of any property held for special purposes.

16. DISSOLUTION

16.1 If at any time two thirds of the eligible members decide by a postal ballot to dissolve the Society, the Council Members will remain in office as charity trustees and will be responsible for the orderly winding up of the Society's affairs.



November 2012

16.2 After making provision for all outstanding liabilities of the Society, the Council must apply the remaining property and funds in one or more of the following ways:

16.2.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

16.2.2 directly for the Objects or charitable purposes within or similar to the Objects; or

16.2.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

16.3 A final report and statement of account relating to the Society must be sent to the Commission.

17. INTERPRETATION

17.1 In this Constitution:

'AGM'	means an annual general meeting of the eligible members of the Society;
'authorised representative'	means an individual who is authorised by a member organisation to act on its behalf at meetings of the Society;
'Charities Act'	means the Charities Act 2011;
'charity trustees'	has the meaning prescribed by section 177 of the Charities Act;
'clear day'	means 24 hours from midnight following the triggering event;
'the Commission'	means the Charity Commission for England and Wales;
'connected person'	means any spouse, civil partner, cohabite, parent, child, brother, sister, grandparent or grandchild of a Council Member, and firm (including a limited liability partnership) of which a Council Member is a member or employee or a company of which a Council Member is a director, employee or shareholder being beneficially entitled to more than 1 per cent of the share capital;
'the Council'	means the governing body of the Society and 'Council Member' means a member of the governing body of the Society (and references to 'Council member' in clauses 10.2 and 10.3 have the same meaning);
'co opted Council Member'	means a Council Member appointed by Council in accordance with



November 2012

	clause 7.2.4;
'custodian'	has the meaning prescribed by section 17(2) of the Trustee Act 2000;
'EGM'	means a general meeting of the eligible members of the Society which is not an AGM;
'eligible member'	has the meaning given in clause 5.1;
'financial expert'	means an individual, company or firm (including a limited liability partnership) who is authorised to give investment advice under the Financial Services and Markets Act 2000;
'fundamental change'	means such a change as would not have been within the reasonable contemplation of a person making a donation to the Society;
'holding trustee'	means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal;
'indemnity insurance'	means insurance against personal liability incurred by any Council Member for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Council Member concerned knew that, or was reckless as to whether, the act or omission was a breach of trust or breach of duty;
'independent examiner'	has the meaning prescribed by section 145(1)(a) of the Charities Act;
'material benefit'	means a benefit which may not be financial but has a monetary value;
'member' and 'membership'	refer to members of the Society;
'months'	means calendar months;
'the Objects'	means the charitable objects of the Society set out in clause 2.1;
'the Officers'	means the President, Vice President, Secretary and Treasurer of the Society;
'Rules'	means rules made from time to time in accordance with clause 9.4;
'the Society'	has the meaning given in clause 1.1;



British Society of
Interventional
Radiology

Registered Charity No: 1084852

November 2012

'Committee'	means a committee established in accordance with clause 7.7;
'taxable trading'	means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects;
'trust corporation'	has the meaning prescribed by section 205(1)(xxviii) of the Law of Property Act 1925 (but does not include the Public Trustee)
'written' or 'in writing'	refers to a legible document on paper or a document sent by fax or email which is capable of being printed out on paper; and
'year'	means calendar year.
17.2	References to an Act of Parliament are references to the Act as amended or re enacted from time to time and to any subordinate legislation made under it.



British Society of
Interventional
Radiology

Registered Charity No: 1084852

November 2012

APPENDIX

RULES FOR ELECTIONS TO COMMITTEES

There shall be a number of Standing Committees, to address specific aspects of the work of the Society, the number to be determined by the needs of the Society at various times and these shall be constituted in accordance with rules made by the Council. Each Standing Committee will consist of a Chair, Deputy Chair and Committee Member. Committee Members will serve a term of 3 years starting as the first year Committee Member, progression to Deputy Chair and then Chair of the Committee. Thereafter they may be asked to remain as ex-officio Members where necessary for on going commitments to the Committee in agreement with the Chair and BSIR Council. Election will be by electronic or postal ballot, the winner being the nominee who achieves most votes. In the event of a tie, a further vote will be carried out amongst eligible Council Members.

