

# **CONSTITUTION OF BAPEN**

## **(THE BRITISH ASSOCIATION FOR PARENTERAL AND ENTERAL NUTRITION)**

**Revision of November 2016**

### **Name**

The name of the Association is The British Association for Parenteral and Enteral Nutrition ("the Association"), known generally as BAPEN.

### **Objects and Powers**

The object of the Association is advancing clinical nutrition, which encompasses: -

- 1.1:1 the relief of sickness in those who have become or are likely to become, malnourished, and who are unable to consume or absorb food in sufficient quantities to effect recovery;
- 1.1:2 the advancement of education of health workers of all kinds, patients, policy makers and the general public, in the importance of and the methods for, the prevention and treatment of malnutrition during illness;
- 1.1:3 the promotion of research into all aspects of clinical nutrition and human metabolism on condition that the results of such research are published

In furtherance of such objects but not otherwise the Association may:

- 1.2:1 integrate the contributions of dietitians, doctors, nurses, pharmacists, patients, industry representatives and all others concerned with the research, development, manufacture, supply, provision and consumption of enteral and parenteral nutrition to sufferers from all types of disease;
- 1.2:2 establish Standards of Practice in enteral and parenteral nutrition;
- 1.2:3 provide advice, based on a consensus opinion of the relevant professional bodies concerned with enteral and parenteral nutrition, to government, administrators, health care managers, educators, manufacturers, patients and the general public on policy for the optimal provision of nutritional care in illness;
- 1.2:4 liaise with organisations in other countries, which have the same or similar objectives;
- 1.2:5 employ and pay any person or persons not being a member of the Governing Council to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants;
- 1.2:6 co-operate and collaborate with voluntary bodies, Government departments, statutory authorities and individuals operating in similar charitable fields and to exchange information and advice;
- 1.2:7 arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- 1.2:8 collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects whether in the country or overseas;
- 1.2:9 undertake, execute, manage or assist any charitable trusts, which may lawfully be undertaken, executed, managed or assisted by the Association;
- 1.2:10 procure to be written, print or electronically produce, publish, issue and circulate gratuitously or otherwise such papers, books, electronic materials, periodicals, pamphlets or other documents or films or recorded tapes as shall further such objects;
- 1.2:11 purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of such objects and construct, maintain and alter any buildings or erections necessary for the work of the Association;
- 1.2:12 make regulations for the management of any property which may be so acquired;

- 1.2:13 subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association;
- 1.2:14 accept gifts and borrow or raise money for such objects on such terms and on such security as shall be thought fit;
- 1.2:15 raise funds and procure contributions to the Association by personal or written appeals, public meetings or otherwise provided that The Association shall not undertake any permanent trading activities in raising funds for the said objects;
- 1.2:16 invest the money of the Association not immediately required for such objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
- 1.2:17 do all such other lawful things as are necessary for the attainment of such objects;
- 1.2:18 to obtain and maintain charitable status in accordance with the laws governing charitable organisations as pertaining at that time in the United Kingdom of Great Britain and Northern Ireland.

## **2. Membership**

- 2.1 Membership shall be open to individuals of 18 years and over who are interested in furthering the objects of the Association and who have paid the annual subscription as determined by the Governing Council. Members shall enjoy such additional privileges as the Governing Council shall see fit from time to time to bestow. These may include but need not be restricted to preferential rates for the Association's meetings and publications.

### **2.2 Core Groups**

A substantial proportion of the Association's membership is drawn from a number of specific professional and patient/carer Core Groups:

The National Nurses Nutrition Group (NNNG)

The Parenteral and Enteral Nutrition Group (PENG) of the British Dietetic Association;

The British Pharmaceutical Nutrition Group (BPNG)

Patients on Intravenous and Nasogastric Nutrition Therapy (PINNT)

BAPEN Medical

The British Society of Paediatric Gastroenterology, Hepatology and Nutrition (BSPGHAN)

The members of the Core Groups shall be regarded as affiliate members of BAPEN and as such, will be entitled to receive notice of BAPEN meetings, educational events etc.

Core Group members will also be entitled to a discounted full individual membership of BAPEN (to be specified by the Governing Council), which will accord the same privileges as those with non-discounted full individual membership.

A subscription may be levied from Core Groups at the discretion of the Council with the agreement of all of the Core Groups.

### **2.3 Associate Organisations**

The Associate Organisations of the Association are:-

The British Society of Gastroenterology

Further Associate Organisations and additional special interest groups may be admitted at the Governing Council's discretion.

### **2.4 Corporate membership**

Corporate membership at varying levels shall be open to manufacturers and suppliers of products, services or publications relating to clinical nutrition who support the aims of the Association and have paid the appropriate subscription, to be determined by the Council.

Depending on the level of corporate membership, certain privileges will be made available to the Commercial Organisations at the discretion of the Governing Council. These would normally include opportunities for exhibition at the Association's meetings and sponsorship of

the Association's other activities, as well as contribution to educational and research initiatives. At each level of membership, these privileges will always be made equally available to each Commercial Organisation.

Corporate organisations may choose not to renew their membership at their own discretion, but it is expected that Council would normally be given at least one year's notice of this.

### **3 Power of Council**

The Governing Council shall have the rights and responsibilities:

- 3.1 to approve or reject applications for membership
- 3.2 for good and sufficient reason (such as serious professional misconduct or criminal activity) to terminate the membership of any individual or organisation, provided that the individual(s) person concerned or the organisation (as the case may be) shall have the right to be heard by the Governing Council before the final decision is made.
- 3.3 to elect the Executive Officers of the Association, and to appoint committee chairmen and other representatives of the Association as described below in Sections 4.5 and 4.6
- 3.4 to select members of the Association for its marks of special acclaim. These shall include but need not be limited to the bestowal of Honorary Life Membership of the Association, the award of a Roll of Honour for outstanding contribution to the Association, and the invitation to become a Member of the BAPEN Faculty as described below in Section 10.
- 3.5 to maintain a list of all members of the Association and to make this list available to all other members in accordance with the provisions of data protection legislation.

### **4. Governing Council**

- 4.1 Subject as mentioned below the policy and general management of the affairs of the Association shall be directed by a Governing Council ('the Governing Council') which shall meet not less than twice a year. Full membership of the Association is a prerequisite for all Council members. When complete the Council shall have the following composition: -

President, President-elect, Secretary and Treasurer

One member elected by each of the Core Groups, usually the Chair

The Chairmen of each of the Standing Committees that the Governing Council shall have established at any given time.

The Chairmen of each of the Special Interest Groups that the Governing Council shall have established at any given time

Up to three Officers

Chairman of Faculty

Representative from each of the four devolved countries of the United Kingdom

Secretary and Treasurer-elect (if appropriate)

In the event of an individual person resigning or otherwise leaving an organisation, committee or role he or she shall immediately cease to be a representative of such organisation.

- 4.2 Other than representatives of Core Groups, the members of the Governing Council shall be appointed annually and are eligible for re-appointment normally for a maximum term of three years. Members should then normally stand down for a period of at least three years before becoming eligible for reappointment, unless elected to the position of Officer of the Association as described in Section 4.5. In the event of election to Officer, members will then be eligible to remain in post for three years from that time, but should normally then stand down for a period of at least three years before becoming eligible for reappointment to the Governing Council. Exceptions to this guidance should be made only on written request to Council, should difficulties arise.
- 4.3 In addition to the members so appointed, the Governing Council may co-opt non-voting members for specific tasks or purposes as defined from time to time by Council, subject to annual ratification provided that the number of co-opted members shall not exceed one

quarter of the total number of members of the Governing Council in accordance with clause 4.1.

- 4.4 The proceedings of the Governing Council shall not be invalidated by any failure to elect, or any defect in the election, appointment, co-option or qualification of any member. An attendance of a minimum of ten members at a Governing Council meeting shall be deemed quorate.
- 4.5 The Governing Council shall:
- 4.5.1 Elect from among the full Individual Members, and using the single transferable vote in the event of more than two candidates standing for a given position: A President, a President-elect, a Secretary and a Treasurer. The President-elect is elected for one year prior to becoming President. The President, President-Elect, Secretary and Treasurer shall retire annually but shall be eligible for re-election subject normally to a maximum term of office of three years (except President-Elect). Any voting member of the Council standing for office forfeits that vote. It is not transferable. Shadow periods for Secretary and Treasurer for a period up to a year before taking on the full post are encouraged but not mandatory. These positions will not have voting rights on Council. Such posts would need formal election by the Governing Council and subsequent ratification at the next AGM. Where required, the President gives a casting vote, and will not represent a Core Group or any particular professional group. In the absence of the President the President-elect would assume this role. A process of succession planning should be established to ensure that the Officers retire from office over a staggered timeframe.
- 4.5.2 elect, using the single transferable vote in the event of more than two candidates standing for a given position, up to three Officers. Any voting member of the Council standing for office forfeits that vote. It is not transferable. These Officers shall retire annually but shall be eligible for re-election. The usual term of office shall be three years, subject to a maximum term of office of six years, after which these Officers must stand down from the Governing Council for a period of at least three years before becoming eligible for reappointment, unless elected to another Officer's position within the Association. In the event of election to a second Officership, this Officer will then be eligible to remain in post for a further three years, but must then stand down for a period of at least three years before becoming eligible for reappointment to the Governing Council. A balance of the professions and disciplines shall be maintained whenever possible amongst the Officers of the Association, and a process of succession planning should be established to ensure that the Officers retire from office over a staggered timeframe. The Officers shall have particular managerial responsibilities to the Association for ensuring that the Association's committees and working parties remain functional and responsive to the needs of the Association. It will normally be the case that each Officer will have a portfolio concerning a group of current committees. The Officers would have full voting rights at meetings of Council.
- 4.5.3 all Executive Officers are Honorary, in that they do not receive payment for fulfilling these roles.
- 4.5.4 in its absolute discretion appoint other Officers who shall be subject to the same restrictions as the Honorary Officers appointed under clauses 4.5.2 hereof;
- 4.5.5 appoint a representative of the Association to ESPEN: The European Society for Clinical Nutrition and Metabolism, or other organisations in this country or abroad at its discretion. Normally such a role would be fulfilled by the President or President-elect.
- 4.6 Standing Committees**
- The Governing Council may appoint such special or standing committees as may be deemed necessary by the Governing Council and shall determine their terms of reference, powers, duration and composition.
- 4.6.1 All Standing Committees will meet at least twice a year, either in person or virtually, submit minutes of those meetings to the Secretariat and prepare a report annually detailing its activity.
- 4.6.2 The Chairmen of all such committees shall normally have a place on the Governing Council.

- 4.6.3 It will be the Chairman's responsibility to engage sufficient committee members as he/she sees fit for purpose. The make-up of the Committees will usually have representation from each of the Core Groups, which will be asked to nominate an individual.
- 4.6.4 All members of such committees must be full individual members of the Association.
- 4.6.5 The Chairman shall be appointed annually and will be eligible for re-appointment normally for a maximum term of three years. The election of a new Chairman will often come from within the relevant committee. In the place of two candidates, there will be a vote of the remaining committee members, with the outgoing Chairman having the casting vote in the place of a tie. If there are no applicants for the post, Council will be informed and invitations to apply will be circulated around the full membership. Whosoever is approved by the committee then needs to be formally ratified by the Governing Council.

- 4.6.6 Each committee member will serve for a maximum of 5 years. If a member fails to attend >50% of committee meetings within a year, the committee reserve the right to request an election for a replacement for that individual. On the retirement of any committee member, the departing representative will be asked to nominate a potential successor (after discussion with their Core Group, if previously elected as a representative of this body). If the retiring member is not representing a Core Group, nominations/applications will also be invited from the other committee members and from among the wider BAPEN membership. Should there be more than one applicant the existing committee members will hold a secret ballot. If this does not identify a clear successor then the Chair will have the casting vote.
- 4.7 The elected President, President-elect, Secretary, Treasurer and Officers of the Association shall constitute an Executive Group charged with the day-to-day affairs of the Association. Chairmen of Standing Committees may also be members of the Executive group if this is deemed appropriate. This Executive Group shall meet approximately every two months and shall report formally to the Governing Council at each of its regular meetings, and shall furnish a written Annual Report for the Governing Council also to be presented to the Annual General Meeting of Members. The Executive Group is accountable to the Governing Council in all respects other than those in which this would conflict with their role as charitable Trustees as described in Section 4.8.
- 4.8 Specified members of the Executive Group, as defined in 4.7 shall constitute the charitable Trustees of the Association. As Charity Trustees of the Association these Officers shall be responsible for the governance of the Association. Charity Trustee has the meaning prescribed by Section 97(1) of the Charities Act 1993.
- 4.9 The Association shall be represented at Regional level by regional representatives who shall be full individual members of the Association. The duration of office shall normally be three years. Regional representatives shall serve to promote the multidisciplinary activities of the Association in their geographical region.
- 4.10 Each Core Group may appoint a deputy to replace its appointed representative(s), if the appointed representative is unable to attend any particular meeting of the Governing Council of the Association; and not more than two observers (who shall not be entitled to vote) agreed in advance by the Secretary to attend any such meeting;

## **5. Meetings of the Governing Council of the Association**

- 5.1 The Governing Council will meet no less than 2 times in a calendar year.
- 5.2 The President of the Association may at any time at his/her discretion, and/or the Secretary, shall within 30 days of receiving a written request so to do signed by not less than half of the Council and giving reasons for the request, call a special general meeting of the Council of which at least 14 clear days shall be given in writing by the Secretary to each member.

## **6. Rules of procedure at all meetings of the Governing Council**

- 6.1 Quorum  
The quorum shall in the case of any meeting of the Governing Council of the Association be three Officers including at least two of the President, President-elect, Secretary and Treasurer, and eight additional voting members.
- 6.2 Voting  
Only voting members as defined in Sections 4.1, 4.3 and 4.5 shall have the right to vote at meetings of the Governing Council. Save as otherwise provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. Arrangements for proxy voting may from time to time be made by the Governing Council provided that no such arrangements shall be made with regard to clauses 11 and 12. No person shall exercise more than one vote but in the case of an equality of votes the President for the time being of the Governing Council (or a deputy nominated by the Governing Council) shall have a casting vote. It shall normally be the case that such a casting vote would preserve the status quo.
- 6.3 Minutes

Minutes shall be kept by the Governing Council and all other committees of the Association, and the appropriate secretary shall enter in the minutes a record of all attendees, proceedings and resolutions.

6.4 Standing orders and rules

The Governing Council shall have power to adopt and issue standing orders and/or rules which shall come into operation immediately provided that they shall not be inconsistent with the provisions of this Constitution.

**7. Meetings of the Association**

7.1 There shall be an annual multidisciplinary scientific meeting of the Association. The date shall be notified at least 6 months in advance in writing to all members.

7.2 Free papers to be submitted as oral and/or poster presentations will be sought. Submissions will not be limited to those from members of the Association.

7.3 Scientific communications will be selected and/or commissioned by a committee reporting to the Governing Council of the Association.

7.4 One or more prize lectures and/or other special awards may be made at the discretion of a sub-committee reporting to the Governing Council of the Association.

7.5 The annual scientific meeting is intended to generate a revenue surplus which is to be used to further the objects of the Association.

7.6 Annual General Meeting for the Membership

7.6.1 There shall be an Annual General Meeting of Members of the Association, normally at the time of the annual scientific meeting. This Annual General Meeting shall be held each year at such time (not being more than 18 months after the holding of the preceding Annual Meeting) and place as the Governing Council shall determine. The Annual General Meeting shall be open to all members of the Association. The date shall be notified at least 2 months in advance in writing to all members of the Association.

7.6.2 The President of the Association may at any time at his/her discretion, call an extraordinary general meeting. This shall be notified to the membership in writing by the Secretary no less than 14 days in advance.

7.6.3 The President shall, within 30 days of receiving a written request so to do and signed by not less than half of the Council and giving reasons for the request, call an extraordinary general meeting of the Council. This shall be notified to the membership in writing by the Secretary no less than 14 days in advance.

7.7 At the Annual General Meeting of Members of the Association:

7.7.1 there shall be a necessary quorum of at least 15 members in total;

7.7.2 there shall be a report from the President of the Association on behalf of the Governing Council and the Executive Group of the Association;

7.7.3 there shall be a report on the Association's finances from the Treasurer;

7.7.4 the members shall be asked to consider the audited accounts and to endorse the appointment of the auditor selected by the Governing Council

7.7.5 the business shall include the confirmation in office of those elected to serve as Officers by the Governing Council; and the transaction of such other matters as may from time to time be necessary.

**8. Finance**

8.1 The Association will ensure that there are appropriate structures and processes to generate and augment available income within the charitable status of the Association.

8.2 All money raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose provided that nothing contained in this constitution shall prevent the payment in good faith of reasonable and proper remuneration to any employee or service provider of the Association or the repayment of reasonable out-of-pocket expenses;

- 8.3 The Treasurer shall collect the subscriptions of the Association and ensure proper accounts of the finances of the Association are kept;
- 8.4 The subscriptions of the Association shall be determined from time to time by the Governing Council
- 8.5 The accounts shall be audited or inspected dependent on the level of income at least once a year by the auditor appointed at the Annual General Meeting of the Governing Council;
- 8.6 An audited statement of the accounts for the last financial year shall be submitted to the Governing Council at its Annual General Meeting.
- 8.7 A bank account or accounts shall be opened in the name of the Association with whichever bank as the Governing Council shall, on the advice of the Treasurer, from time to time decide. All funds of the Association should pass through this financial conduit. The Governing Council shall authorise in writing the President, President-elect, Treasurer and Secretary of the Association and such other signatories, as they shall determine to sign cheques on behalf of the Association. No less than two authorised signatories must sign all cheques.

## **9. Trust Property**

The Association shall in writing appoint not less than three nor more than four Trustees from the Executive Group described in Section 4.7 and 4.8. These Trustees shall hold and administer the property other than cash of the Association subject to this Constitution and to such directions as may from time to time be made by the Governing Council. The Governing Council may from time to time by deed remove or replace any such Trustee from the office of Trustee. The Trustees will normally consist of the President, the Secretary and the Treasurer.

## **10. Members of the BAPEN Faculty**

- 10:1 The Association will seek to appoint an Advisory Faculty of between four and six Members who shall be men and women of distinction who have made outstanding contributions to clinical nutrition in the United Kingdom. Such individuals will be selected by the Governing Council and will be invited to play a continuing role in the governance and over-seeing of the Association without the legal or day-to-day responsibilities required of charity trustees. These individuals will have the normal rights of members other than the right to hold office in the Association, but shall not be expected to pay a subscription. There shall be no fixed maximal term for Members of the BAPEN Faculty, with the exception of the position of chair which will be a three year term of office, with the option for re-election for a further term of office.
- 10:2 The Advisory Faculty would be expected to bring to the attention of the Council concerns about its future strategy, so that changes can be implemented to ensure increasing influence in the broader field of clinical nutrition.
- 10.3 The Advisory Faculty will have the discretion to bestow the Association's highest award – the John Lennard Jones medal – to any such member for outstanding contribution to the Association over a long period of time.
- 10.3 The Advisory Faculty may seek to help to raise funds to support specified activities of the Association.

## **11. Alterations to the constitution**

It is understood that the Association is a dynamic organisation and that there is a continuing review process of its activities and constitution. It is expected that the Constitution should receive formal review by its Governing Council normally at least every five years. Any alteration of this Constitution shall receive the assent of not less than two-thirds of the representatives of Members present and voting at an Annual General Meeting of Members provided that notice of any such alteration shall have been received by the Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be brought forward. At least 14 clear days' notice in writing of such a meeting setting forth the terms of the alteration to be proposed shall be sent by the Secretary to each member of the Association provided that no alteration shall be made to clauses 1, or 12 of this clause unless written permission of the Charity Commissioners or other authority shall have been obtained and no alteration shall be made which would have the effect of causing the Association to cease to be a charity at law.

**12. Dissolution**

If the Governing Council by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call an extraordinary meeting of all members of the Association of which meeting not less than 14 days' notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a two-thirds majority of those present and voting at such meeting the Governing Council shall have the power to dispose of any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the Governing Council may determine.

**13 Notices**

Any notice may be served by the Secretary on any member or its appointed representatives as the case may be.

13.1 Except where otherwise specified, any notice given under this Agreement shall be in writing and shall be delivered to the relevant party by hand, sent to that party by first-class post, or transmitted to the fax number of that party as notified by that party for this purpose, and shall be effective notwithstanding any change of address not notified.

13.2 Unless proved otherwise, a notice shall be deemed to have been received:

- (a) if sent by letter, on the second Working Day after the date of posting; and
- (b) if delivered by hand or sent by fax during the hours of 9.00 am to 5.00 pm on any Working Day, when left at the relevant address or transmitted (as applicable), and otherwise on the next Working Day.

**14 Interpretation**

For the interpretation of this constitution, the Interpretation Act 1978 shall apply as it applied to the interpretation of an Act of Parliament.

This Constitution was adopted as the Constitution of the British Association for Parenteral and Enteral Nutrition at the Annual General Meeting of Members duly convened on 9<sup>th</sup> November 2016

Signed ..... President Date.....

Signed ..... Secretary Date.....

Signed ..... Treasurer Date.....