

CONSTITUTION OF BAPEN (THE BRITISH ASSOCIATION FOR PARENTERAL AND ENTERAL NUTRITION)

Revision of June 2005

Name

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

1. Objects and Powers

1.1 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.

1.2 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 objects;

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 and print, publish, issue and circulate gratuitously or otherwise such papers, books, 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 Founder Organisations

2.1:1 The Founder Organisations of the association were: -

The Clinical Metabolism and Nutrition Support Group of the Nutrition Society;

The National Nurses Nutrition Group;

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

The Pharmacists National Total Parenteral Nutrition Group;

PINNT - Patients on Intravenous and Nasogastric Nutrition Therapy;

The Clinical Metabolism and Nutrition Support Group of the Nutrition Society has now been superseded by the Clinical Metabolism and Nutrition Theme of the Nutrition Society, and The Pharmacists National Total Parenteral Nutrition Group has become The British Pharmaceutical Nutrition Group. These new entities are considered in all respects as Founder Organisations of The Association;

2.1:2 BAPEN Medical was created in 2004 as a special interest group within BAPEN for those in clinical medical disciplines and without a natural affinity to one of the original Founder Organisations. This new entity is to be considered in future respects as if it had been a Founder Organisation of The Association;

2.1:3 All individual members of the Founder Organisations will be entitled to be affiliates of the Association without further subscription and may apply to register as such;

2.1:4 A subscription may be levied from Founder Organisations at the discretion of the Council with the agreement of all of the Founder Organisations.

2.2 Associate Membership

2.2:1 The Associate Organisations of the Association are:-

The Intensive Care Society;

The Small Bowel and Nutrition Section of the British Society of Gastroenterology;

The British Society of Paediatric Gastroenterology and Nutrition;

The Primary Care Society for Gastroenterology;

- 2.2:2 Further Associate Organisations and additional special interest groups may be admitted at the Governing Council's discretion;
- 2.2:3 All individual members of the Associate Organisations will be entitled to apply to be affiliates of the Association, and may be required to pay an annual subscription.

2.3 **Corporate Membership**

Corporate Membership shall be open to manufacturers and suppliers who support the aims of the Association and have paid the annual subscription to be determined by the Council. The body of Corporate Organisations shall constitute the Main Industry Group.

- 2.3:1 Each Corporate Organisation will be entitled to apply for membership for 6 individual affiliates without further subscription;
- 2.3:2 Certain other privileges shall be made available to the Corporate Organisations at the discretion of the Governing Council. These would normally take the form of opportunities for exhibition at the Association's meetings and sponsorship of other of the Association's activities. These privileges are always to be made equally available to each Corporate Organisation;
- 2.3:3 The current Main Industry Group comprises:
 - Abbott Laboratories Ltd;
 - Baxter Healthcare Ltd;
 - Braun Medical;
 - Fresenius Kabi Ltd;
 - Nestlé Ltd;
 - Novartis Consumer Health;
 - Nutricia Ltd;
- 2.3:4 Further Corporate Organisations may be admitted at the Governing Council's discretion;
- 2.3:5 Corporate Organisations may terminate their membership at their own discretion, but it is expected that Council would normally be given at least one year's notice of this.

2.4 **Organisational Affiliates**

Organisational Affiliateship shall be open to such national, international and local voluntary or other manufacturing or distributing organisations, whether corporate or unincorporated, which are interested in furthering the objects of the Association and have paid the annual subscription to be determined by Council.

- 2.4:1 Each Organisational Affiliate will be entitled to apply for membership for 2 individual affiliates without further subscription;

2.4:2 Certain other privileges shall be made available to the Organisational Affiliates at the discretion of the Governing Council. These would normally take the form of opportunities for exhibition at the Association's meetings and sponsorship of other of the Association's activities, and could include representation of the Organisational Affiliates as a group at Council meetings. Privileges are always to be made equally available to each Organisational Affiliate but would normally be subordinate to those offered to Corporate Organisations of The Association;

2.4:3 The current Organisational Affiliates are:

Calea UK Ltd;
Clinovia Ltd;
Merck Gastroenterology;
SHS International;
Tyco Healthcare.

2.4:4 Further Organisational Affiliates may be admitted at the Governing Council's discretion;

2.4:5 Organisational Affiliates may terminate their membership at their own discretion, but it is expected that Council would normally be given at least one year's notice of this.

2.5 Individual Affiliates

Individual Affiliateship shall be open to such 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.

2.5:1 Individual Affiliates shall have the same rights and benefits as those joining the Association by virtue of membership of a Founder Organisation;

2.5:2 Individual Affiliates 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.

3 Power of Council

The Governing Council shall have the rights and responsibilities:

3.1 to approve or reject applications for individual and corporate membership;

3.2 for good and sufficient reason (such as serious professional misconduct or criminal activity) to terminate the membership or affiliateship of any individual or organisation provided that the individual(s) person concerned or the individual representing such organisation (as the case may be) shall have the right to be heard by the Governing Council before the final decision is made. This would include revoking the membership of an individual who was a member of the Association solely by virtue of membership of a Founder Organisation, but the

Association would not and could not seek to influence membership of a Founder Organisation;

- 3.3 to elect the Honorary 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 the John Lennard-Jones medal, the bestowal of Honorary Life Membership of 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 individual and corporate members of the Association and to make this list available to all other members in accordance with the protections 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. Membership of the Association is a prerequisite for all Council members. When complete the Council shall have the following composition: -

Two members elected by each of the Founder Organisations and by BAPEN Medical;

One member elected by each of the Associate Organisations;

Two members elected by the Individual Affiliates;

Two members elected by the Corporate Organisations;

One member elected to represent the Organisational Affiliates;

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

The spokesman for the Regional Representatives;

The Editor of any regular publication of the Association.

In the event of such 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 The members of the Governing Council shall be appointed annually and are eligible for re-appointment normally for a maximum term of three years, after which members should 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 from a Founder Organisation 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.
- 4.5 The Governing Council shall:
- 4.5:1 elect from among the Individual Affiliates and Affiliates of the Founder, Associate and Corporate Organisations, and using the single transferable vote in the event of more than two candidates standing for a given position: - an Honorary Chairman, an Honorary Secretary and an Honorary Treasurer who shall retire annually but shall be eligible for re-election subject normally to a maximum term of office of three years. A process of succession planning should be established to ensure that the Officers retire from office over a staggered timeframe. These officers will be non-voting, except where the Chairman gives a casting vote, and will not represent a Founder Organisation or any particular professional group. In the absence of the Chairman the Honorary Secretary would assume this role;
 - 4.5:2 elect from among its members, and using the single transferable vote in the event of more than two candidates standing for a given position, up to three Honorary Senior Officers. These Officers shall retire annually but shall be eligible for re-election subject to a maximum term of office of three years, after which 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 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 Honorary Senior 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 Senior Officer will have a portfolio concerning a group of current committees. The Honorary Senior Officers would retain full voting rights at meetings of Council;
 - 4.5:3 in its absolute discretion appoint other Honorary Officers who shall be subject to the same restrictions as the Honorary Officers appointed under clauses 4.5:1 and 4.5.2 hereof;

4.5:4 appoint a representative from amongst the Executive Group of the Association as defined in Section 4.7 to ESPEN: The European Society for Clinical Nutrition and Metabolism, or other organisations in this country or abroad at its discretion.

4.6 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. The Chairmen of all such committees shall have a place on the Governing Council, and all acts and proceedings of such committees shall be reported back to the Governing Council with a written report presented at each meeting of the Governing Council.

4.7 The elected Officers of the Association shall constitute an Executive Group charged with the day-to-day affairs of the Association. This Executive Group shall meet at least 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 The elected Officers of the Association shall constitute the charitable Trustees of the Association. As Charity Trustees of the Association the 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 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. The regional representatives shall be represented at the Governing Council of the Association by one of their number selected by the representatives as their Spokesman.

5. Meetings of the Governing Council of the Association

5.1 Each Founder Organisation and the Corporate Organisations and each Associate Organisation may appoint:

5.1:1 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

5.1:2 not more than two observers (who shall not be entitled to vote) agreed in advance by the Honorary Secretary to attend any such meeting.

5.2 The Honorary Chairman of the Association may at any time at his or her discretion, and the Honorary General 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 Association of which at least 14 clear days shall be given in writing by the Honorary Secretary to each member.

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 Honorary Officers including at least two of the Honorary Chairman, Honorary Secretary and Honorary Treasurer, and four 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 Chairman 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 of the Association.

7.1:1 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;

7.1:2 Scientific communications will be selected and/or commissioned by a committee reporting to the Governing Council of the Association;

7.1:3 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;

7.1:4 The annual scientific meeting is intended to generate a revenue surplus which is to be used to further the objects of the Association.

7.2 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 15 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 individual members of the Association and to the nominated individuals representing the Corporate Organisations as defined in Sections 3.3 and 3.4. The date shall be notified at least 6 months in advance in writing to all members of the Association. At the Annual General Meeting of Members of the Association:

7.2:1 there is a necessary quorum of one tenth of the number at that time of individual affiliates of the Association; and of at least 30 members in total;

7.2:2 there shall be a report from the Honorary Chairman of the Association on behalf of the Governing Council and the Executive Group of the Association;

7.2:3 there shall be a report on the Association's finances from the Honorary Treasurer;

7.2:4 the members shall be asked to consider the audited accounts and to endorse the appointment of the auditor selected by the Governing Council;

7.2:5 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 of the Association or the repayment of reasonable out-of-pocket expenses.

8.3 The Honorary Treasurer shall collect the subscriptions of the Association and keep proper accounts of the finances of the Association.

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 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 Honorary 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 Honorary Chairman, Honorary Treasurer and Honorary Secretary of the Association and such other signatories as they shall determine to sign cheques on behalf of the Association. All cheques must be signed by not less than 2 authorised signatories.

9. Trust Property

The Association shall in writing appoint not less than two nor more than four trustees who shall normally be selected 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 Honorary Chairman, the Honorary Secretary and the Honorary 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 rights of individual affiliate 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.
- 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 would 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 Honorary 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 Honorary Secretary to each member of the Association provided that no alteration shall be made to clauses 1, or 12 or 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 Honorary Secretary by personal delivery on any member or its appointed representatives as the case may be or any affiliate or by sending it through the post in a prepaid letter addressed to such member or affiliate at his, her or its last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

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 16th November 2005

Signed Honorary Chairman

Signed Honorary Secretary

Signed Honorary Treasurer