CONSTITUTION OF BAPEN

(THE BRITISH ASSOCIATION FOR PARENTERAL AND ENTERAL NUTRITION)

Revised November 2018

1. Objects

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

1.2 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;

1.3 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;

1.4 the promotion of research into all aspects of clinical nutrition and human metabolism on condition that the results of such research are published

2. Powers

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

(a) 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;

(b) establish standards of practice in enteral and parenteral nutrition;

(c) 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;

(d) liaise with organisations in other countries, which have the same or similar objectives;

(e) 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;

(f) co-operate and collaborate with voluntary bodies, Government departments, statutory authorities and individuals operating in similar charitable fields and to exchange information and advice;
(g) arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;

(h) 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;

(i) undertake, execute, manage or assist any charitable trusts, which may lawfully be undertaken, executed, managed or assisted by the Association;

(j) 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;

(k) 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;

(l) make regulations for the management of any property which may be so acquired;

(m) 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;

(n) accept gifts and borrow or raise money for such objects on such terms and on such security as shall be thought fit;

(o) to raise funds by any means but not by taxable trading;

(p) 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;

(q) do all such other lawful things as are necessary for the attainment of such objects;

(r) 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.

3. Membership

3.1 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 Council. Members shall enjoy such additional privileges as the 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.
3.2 Core Groups

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

(i) The National Nurses Nutrition Group (NNNG)

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

(iii) The British Pharmaceutical Nutrition Group (BPNG)

(iv) PINNT

(v) BAPEN Medical

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

(b) 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.

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

(d) A subscription may be levied from Core Groups at the discretion of the Board with the agreement of all of the Core Groups.

3.3 Associate Organisations

(a) The Associate Organisations of the Association are:-

(i) The British Society of Gastroenterology

(b) Further Associate Organisations and any special interest groups may be admitted at the Board’s discretion.

3.4 Corporate membership

(a) 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.

(b) Depending on the level of corporate membership, certain privileges will be made available to corporate members 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.
(c) Corporate members may choose not to renew their membership at their own discretion, but it is expected that the Association would normally be given at least one year’s notice of this.

4. Board of Trustees

4.1 The charity trustees as Board members have control of the Association and its property and funds.

4.2 The Board when complete consists of the following individuals (who must not be paid employees) of the Association:

(a) the President (elected in accordance with clause 7.6(e));
(b) the Treasurer (elected in accordance with clause 7.6(e));
(c) the Secretary (elected in accordance with clause 7.6(e));
(d) the IAC Chair; and
(e) between 2 and 4 external charity trustees (“External Trustee”) appointed by a resolution of the Board for a term of three years and who may be reappointed for a further term of three years provided that no external charity trustee may serve more than nine consecutive years in office unless otherwise determined by a resolution of the Board should the same be assessed by them to be in the best interests of the Association due to special circumstances existing at that particular point in time.

4.3 Every Board member must sign a declaration of willingness to act as a charity trustee of the Association before he or she is eligible to vote at any meeting of the Board.

4.4 A Board member automatically ceases to be a member of the Board if he or she:

(a) reaches the end of their term by effluxion of time;
(b) is disqualified under the Charities Act 2011 from acting as a charity trustee;
(c) is incapable, whether mentally or physically, of managing his or her own affairs;
(d) is absent from [2] consecutive meetings of the Board;
(e) except in the case of an External Trustee, ceases to be a member of the Association (but such a person may be reinstated by resolution of all the other members of the Board on resuming membership of the Association);
(f) resigns by written notice to the Board (but only if at least two Board members will remain in office);
(g) is removed by a resolution passed by all the other members of the Board after inviting the views of the Board member concerned and considering the matter in the light of any such views.

4.5 A technical defect in the appointment of a Board member of which the Board are unaware at the time does not invalidate decisions taken at a meeting.

5. **Board meetings**

5.1 The Board must hold at least two meetings each year.

5.2 There will be quorum at a Board meeting when the following charity trustees are present:

(a) one External Trustee (if appointed); and

(b) at least two of the Honorary Officers (being charity trustees).

5.3 A Board meeting may be held either in person or through electronic means agreed by the Board in which each participant may communicate with all other participants.

5.4 The Chair or (if the Chair is unable or unwilling to do so) the President presides at each Board meeting.

5.5 Every issue may be determined by a simple majority of the votes cast at a Board meeting but a resolution which is in writing and signed by a majority of the members of the Board 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.

5.6 Except for the chair of the meeting, who has a second or casting vote, every charity trustee has one vote on each issue.

5.7 The following individuals shall also have the right to receive notice of and to attend Board meetings but shall not have the right to vote and for the avoidance of doubt shall not be charity trustees of the Association:

(a) the President-Elect;

(b) the Executive Officers; and

(c) the Patron (if applicable).

6. **Powers of the Board**

6.1 The Board have the following powers in the administration of the Association:

(a) to delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least [one] member of every sub-committee must be a Board member and all proceedings of sub-committees must be reported promptly to the Board)

(i) to make standing orders consistent with this Constitution to govern proceedings at general meetings;
to make rules consistent with this Constitution about the Board and sub-committees;

(iii) to establish special interest groups if required from time to time and make rules consistent with this Constitution about meetings and proceedings of such special interest groups;

(iv) to make regulations consistent with this Constitution about the running of the Association (including the operation of bank accounts and the commitment of funds);

(v) to resolve or establish procedures to assist the resolution of disputes within the Association;

(vi) to exercise any powers of the Association which are not reserved to a general meeting.

7. Council

7.1 The Council 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:

(a) President, President-elect, Secretary and Treasurer (elected in accordance with clause 7.6(e));

(b) one member elected by each of the Core Groups, usually the chair of each Core Group;

(c) the chair of each of the Standing Committees that the Board shall have established at any given time;

(d) the chair of each of the special interest groups (if any) that the Board shall have established or admitted at any given time;

(e) up to three Executive Officers (elected in accordance with clause 7.6(f));

(f) the IAC Chair;

(g) one representative from each of the four countries of the United Kingdom (being England, Wales, Scotland and Northern Ireland);

(h) the Secretary and Treasurer-elect (if appropriate).

7.2 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.

7.3 Other than representatives of Core Groups and the President, Secretary and Treasurer, the members of the Council shall be appointed annually and are eligible for re-appointment normally for a maximum consecutive period 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 Executive Officer of the Association as described in Section
7.6(f). In the event of election to Executive 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 Council. Exceptions to this guidance should be made only on written request to Council, should difficulties arise.

7.4 In addition to the members so appointed, the 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 Council.

7.5 The proceedings of the 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 Council meeting shall constitute a quorum.

7.6 The Council shall have the following rights and responsibilities:

(a) to approve or reject applications for membership of the Association;

(b) 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 Council before the final decision is made;

(c) 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 Independent Advisory Committee as described below in clause 13;

(d) 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;

(e) to 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, collectively referred to as the Honorary Officers. The President-elect is elected for one year prior to becoming President. The President, Secretary and Treasurer shall be elected for fixed terms of three years and may be re-elected for a further two terms of three years provided that they shall not serve more than nine consecutive years in office unless otherwise determined by a resolution of the Board should the same be assessed by them to be in the best interests of the Association due to special circumstances existing at that particular point in time;

(f) to elect, using the single transferable vote in the event of more than two candidates standing for a given position, up to three Executive Officers. Any voting member of the Council standing for office forfeits that vote. It is not transferable. Executive Officers shall be elected for
a term of three years and may be re-elected for a further two consecutive terms of three years, subject to a maximum of nine consecutive years, following which Executive Officers may only be re-elected after an interval of at least three years. However, this shall not prevent an eligible member from being elected to another Executive Officer’s position within the Association, which shall be deemed a new appointment. A balance of the professions and disciplines shall be maintained whenever possible amongst the Executive Officers of the Association, and where possible, a process of succession planning should be established to ensure that the Executive Officers retire from office over a staggered timeframe. The Executive 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 Executive Officer will have a portfolio concerning a group of current committees. The Executive Officers shall have the right to vote at meetings of Council but for the avoidance of doubt shall be no charity trustees. The Executive Officers shall not be entitled to receive payment for fulfilling these roles.

(g) To appoint a representative (which shall usually be the President or President-Elect) of the Association to The European Society for Clinical Nutrition and Metabolism (ESPEN), or such other organisations in this country or abroad at its discretion.

(h) To elect using the single transferable vote in the event of more than two candidates standing for a given position, the IAC Officer who shall be one of the members of the Independent Advisory Committee referred to in clause 13. The role of the IAC Officer will be to act as a specialist advisor to the Board.

(i) To appoint a Patron if considered appropriate.

7.7 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.

7.8 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 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.

8. Meetings of the Council

8.1 The Council will meet no less than 2 times in a calendar year.

8.2 The President of the Association may call a special general meeting of the Council at any time at his/her discretion. 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. For all special general meetings At least 14 clear days’ notice shall be given in writing by the Secretary to each member.

8.3 The Patron (if so appointed) shall have the right to receive notice of and attend meetings of the Council but for the avoidance of doubt shall have no voting rights.

9. Rules of procedure at all meetings of the Council

9.1 The quorum, in the case of any meeting of the Council of the Association, shall be three Honorary Officers including at least two of the President, President-elect, Secretary and/or Treasurer, and seven additional voting members.

9.2 Only voting members (which for the avoidance of doubt shall not include those non-voting members co-opted in accordance with clause 7.4) shall have the right to vote at meetings of the 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 Council provided that no such arrangements shall be made with regard to clauses 14 and 15. 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 Council (or in the President’s absence a deputy nominated by the Council) shall have a casting vote.

9.3 Minutes shall be kept by the Board, the 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.

9.4 The Board shall have power to adopt and issue standing orders and/or rules in respect of meetings of the Council and such other matters relating to the Association as they shall in their absolute discretion determine which shall come into operation immediately provided that they shall not be inconsistent with the provisions of this Constitution.

10. Standing Committees

10.1 The Board may appoint such special or standing committees as may be deemed necessary and shall determine their terms of reference, powers, duration and composition.

10.2 All standing committees will meet at least twice a year, either in person or virtually, and shall be required to submit minutes of its meetings to the Secretary and prepare a report annually detailing its activity.

10.3 The chairperson of each standing committees shall automatically have a place on the Council.

10.4 It will be the chairperson’s responsibility to engage sufficient committee members as he/she sees fit for purpose. The make-up of the standing committees will usually have representation from each of the Core Groups, which will be asked to nominate an individual.

10.5 All members of the standing committees must be full individual members of the Association.
10.6 The chairperson of each standing committee shall be appointed annually for a term of one year and will be eligible for re-appointment for a further two terms of one year, subject to a maximum of three consecutive years. The election of a new chairperson will often come from within the relevant standing committee. In the event of two candidates, there will be a vote of the remaining committee members, with the outgoing chairperson having the casting vote in the event of a tie. If there are no applicants for the position of chairperson of a relevant standing committee, the Council will be informed and applications will be invited from amongst the full individual membership. The relevant standing committee shall then appoint their chairperson from the applications received.

10.7 Each standing committee member will serve for a maximum of 5 years. If a member fails to attend >50% of standing 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.

10.8 The Board may refer to the Council for advice and guidance but will have full discretion over the day-to-day affairs, management, strategy and governance of the Association.

11. Meetings of the Association

11.1 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.

11.2 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.

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

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

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

11.6 AGM

(a) There shall be an AGM of the Association, normally at the time of the annual scientific meeting. This AGM shall be held each year at such time (not being more than 18 months after the holding of the preceding AGM) and place as the Board shall determine. The AGM 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.

(b) 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.

(c) 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.

(d) The AGM shall be a quorum when at least 15 members are present.

(e) At the AGM:

(i) there shall be a report from the President of the Association on behalf of the Board

(ii) there shall be a report on the Association’s finances from the Treasurer;

(iii) the members shall receive the accounts of the Association.

12. Finance

12.1 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.

12.2 The Treasurer shall collect the subscriptions of the Association and ensure proper accounts of the finances of the Association are kept.

12.3 The subscriptions of the Association shall be determined from time to time by the Council.

12.4 The accounts shall be audited or inspected dependent on the level of income at least once a year by the auditor endorsed at the AGM.

12.5 An audited statement of the accounts for the last financial year shall be received by the AGM.

12.6 A bank account or accounts shall be opened in the name of the Association with whichever bank as the Board shall from time to time decide. All funds of the Association should pass through this financial conduit. The Board 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.
13. **Independent Advisory Committee**

13.1 The Council will seek to appoint an Independent Advisory Committee (IAC) 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 and/or the Association and may include individuals who are or have been in a position of authority in the United Kingdom and having such expertise as is necessary for the for the furtherance of the objects of the Association.

13.2 The IAC will be invited to comment on the future and strategy of the Association.

13.3 For the avoidance of doubt, the IAC (with the exception of the IAC Chair) will not automatically be entitled to be appointed as charity trustees of the Association. 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.

13.4 There shall be no fixed term for Members of the IAC, with the exception of the position of chair of the IAC which will be a three year term of office, with the option for re-election for a further two terms of three years subject to a maximum of nine consecutive years.

13.5 The IAC Chair shall be appointed by the IAC from amongst their members. The IAC Chair shall automatically be appointed as a charity trustee in accordance with clause 4.2 (d).

13.6 The IAC would be expected to bring to the attention of the Association concerns about its future strategy, so that changes can be implemented to ensure increasing influence in the broader field of clinical nutrition.

13.7 The IAC 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.

13.8 The IAC may seek to help to raise funds to support specified activities of the Association.

14. **Alterations to the Constitution**

14.1 Any alteration of this Constitution shall receive the assent of not less than two-thirds of the representatives of Members present and voting at the AGM 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.

14.2 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 (objects), or 15 (dissolution) of this constitution unless written permission of the Charity Commission for England and Wales or other authority as may be relevant 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.
15. **Dissolution**

15.1 If the Board by a simple majority decides at any time that it is necessary or advisable to dissolve the Association, it shall call an extraordinary meeting of all members of the Association on not less than 14 days’ notice (stating the terms of the resolution to be proposed. If such decision shall be confirmed by a two-thirds majority of those present and voting at such meeting the Board 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 Board may determine.

16. **Notices**

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

16.2 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.

16.3 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/or

(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.

17. **Interpretation**

17.1 The following definitions apply in this Constitution:

- **AGM** means the annual general meeting
- **the Board** means the charity trustees
- **Chair** means the chairperson of the Board appointed by members of the Board from amongst the external trustees from time to time
- **charity trustee** has the meaning prescribed by section 177 of the Charities Act 2011
Core Group means each of the core groups listed in clause 2.2 of this Constitution and such other groups as may be acknowledged by the Governing Council from time to time.

External Trustee means an external charity trustee appointed in accordance with clause 4.2(d).

Executive Officers means the executive officers elected by the Council which shall include the following positions [ ] and/or such other positions as determined by the Board.

Faculty means the faculty of the Association which shall constitute such members as selected in accordance with clause 10.1 above.

Honorary Officer means the President, Treasurer, Secretary, President-elect and Secretary-elect and Treasurer-elect (if any).

‘Independent Advisory Committee’ or ‘IAC’ means the Independent Advisory Committee formed in accordance with clause 13.

IAC Officer means an officer of the IAC elected by the Council in accordance with clause 7.6(h).

IAC Chair means the chairperson of the IAC appointed in accordance with clause 13.5.

Members means the members of the Association admitted in accordance with clause 3.1.

Patron means the Patron of the Association appointed from time to time in accordance with clause 7.6(i).

taxable trading means carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the objects of the
Association, the profits of which are subject to corporation tax

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 21st November 2018.

Signed  Dr Simon Gabe  President  Date…31/11/18…

Signed  Dr Dan Rogers  Secretary  Date…23/11/2018………

Signed  Dr Nicola Burch  Treasurer  Date…23/11/18…