

<b><u>Reviewer's comments</u></b>	
<b>Reviewer's comments</b>	<b>Lawyer's comments</b>
<b>Reviewer 1</b>	
<p><b>3. Object[s]</b></p> <p>Does a commitment to equality and diversity sit in the objects of the constitution or within the rules?</p>	<p>This should sit within the Society's rules</p>
<p>Does the purpose of the 'annual meeting' sit within the rules or the constitution?</p>	<p>This should sit within the Society's rules</p>
<p><b>6. Benefits and payments to charity trustees and connected persons</b></p> <p>It is conceivable that one or possibly more charity trustees may be an Honorary Fellow of BSGAR. As such they in practice receive a 'financial benefit' from the CIO, albeit not because of being a trustee. I think this can be covered within the Rules by 6.2a. However, what if a charity trustee was nominated by the Exec committee to become an Honorary Fellow of BSGAR whilst serving their trustee term? Can we clarify if the financial benefit arising is allowable within these rules?</p>	<p>Section 5 .1(a) of the constitution. A charity trustee is entitled to be reimbursed in the same way as any member conducting business for the CIO. A trustee could be nominated to be an honorary fellow for contributions to GI Radiology but not for being a trustee. As long as clear separation is kept between the two this is not a problem.</p>
<p><b>9.Membership of the CIO</b></p> <p><b>(a) Eligibility</b></p> <p>There is nothing in here about the criteria for eligibility for membership and what constitutes Full (voting) membership or Junior (voting) membership. How will this distinction be made from Associate and Overseas (non –voting) membership? Does that sit in the constitution or the rules?</p>	<p>This is specified in each of the membership groups described in the rules. For the purposes of the annual returns to the Charity commission only voting members are counted, but we can name associate and overseas groups "members" for the purposes of the society</p>

<p><b>11. General meetings of members</b></p> <p><b>(5) Quorum at general meetings and (6) Voting at general meetings</b></p> <p>The decision on number of members constituting a quorum and decisions by a simple majority of votes cast at the meeting (including proxy and postal votes) may depend on how postal and proxy votes are handled as this could alter how representative voting is in future on significant proposed constitutional changes.</p> <p>What figure for the AGM quorum mitigates difficulty complying with the legal requirement to hold an AGM every 18months, but incorporates proxy/ postal/electronic votes for significant decisions that trustees feel the membership should have a wider representation for those not present at the AGM</p>	<p>The figure for a quorate meeting is a balance between a democratic society and the practical considerations of getting the business of the society done. For most societies that figure sits at 25</p>
<p><b>12. Charity trustees</b></p> <p><b>(2) Eligibility for trusteeship</b></p> <p>(b) No one may be appointed as a charity trustee:</p> <p style="padding-left: 40px;">if he or she is under the age of 16 years;</p> <p>Is this an appropriate age limit?</p>	<p>This age limit is specified by the charity commission. Pragmatically no one aged 16 or under could join BSGAR anyway and therefore it is better to be compliant with the charity commission’s requirements.</p>
<p>A practical executive summary of the vision of how this will work and benefit BSGAR’s functioning will be important to many trying to decide whether to vote for change.</p> <p>Including;</p> <p>A short summary of how BSGAR has evolved and is continuing to evolve (eg more diverse membership, increased responsibilities in influencing training and education, input into National/International guidelines, greater</p>	<p>Discussed at the consultation events and provided in the rules</p>

<p>links with associated societies, greater financial complexities) requiring greater governance and oversight of what is being undertaken on behalf of BSGAR</p> <p>An explanation of how trustees would provide this oversight and governance ;</p> <p>Who might the trustees be (composition and eligibility rather than names) and the separation from the Exec committee (except ex-officio BSGAR President)</p> <p>How the trustees ensure the Exec committee/subcommittees are effective, acting in the best interests of BSGAR, complying with the governing document and the law, managing resources responsibly, ensure that the CIO is accountable</p>	
<p><b>Reviewer 2</b></p>	
<p>The President should always be one of the trustees and would then always fulfil the criteria of having an exec committee member on the trustee board.</p>	<p>The president will be an ex-officio trustee, anyone unable to fulfil that duty will be ineligible to be appointed as a President</p>
<p>It is desirable for one of the trustees to be from a non-medical profession to add different expertise and perspective, is this specified in the constitution or the rules?</p>	<p>There is no requirement for the Constitution to specify the profession of the trustees and therefore non-medical trustees could be voted on by the membership if they had specific skills that could aid the charity. However, Radiologists should form the majority of the trustees to maintain the objects of the society</p>
<p>How are the trustees selected once they have been proposed? Does this go in the Constitution or rules?</p> <p>Does an initial call go out for people to apply to be a trustee? Is it a competitive process through election or is it the choice of the exec committee? Does this go in the Constitution or rules?</p>	<p>Section 13 of the Constitution. Trustees will be appointed by election not by nomination and will be elected by the membership. For the first year of the charity trustees can be nominated to develop the operations of the charity, in the second year they should stand for election. A term is 3 years.</p>

<b>Reviewer 3</b>	
Do we open membership to any group furthering the objects of BSGAR?	Section 3 of the constitution. The objects of the charity state “anyone advancing the education and training of radiologists and other medical professionals in gastrointestinal and abdominal radiology’. The rules describe which of those members have voting rights (currently Radiologists and junior members).
<p>Clause 26 makes a distinction between the constitution and the rules. The difference between a constitution and the rules will need to highlighted to members</p> <p>The rules should be circulated and summarised form BSGARs current constitution</p>	The rules will accompany the constitution. The constitution assures the charity commission that the Trustees and members will adhere to the requirements of the charities act. The rules describe the operational detail of the charity.
Trustees could instigate initiatives without membership approval.	Trustees are elected by, and accountable to, the membership and the charities commission.
<p>This new constitution actually does not contain too much detail about the workings of BSGAR eg committee structure, grants and awards, prizes etc (which will be in the rules)</p> <p>When do proposals go to a membership vote and when don’t they. An example would be a new prize or a new subcommittee should all significant changes to the rules be listed at the AGM ?</p>	The rules contain the operational detail of how BSGAR will function. Any changes to structure, grants, awards and prizes will still go through the AGM
<b>reviewer 4</b>	
<p>Objects should include;</p> <p>The CIO is a specialist interest group of the Royal College of Radiologists providing a forum for imaging, intervention, and research in the care of patients with abdominal disease, and specifically to;</p> <p>Reflect the views of GI radiologists to other professional groups as the official special interest group for the Royal College of</p>	Section 3, the objects must be written by the legal team to identify the public benefit to be approved by the charity commission. Anything not included in the objects, can be incorporated into the rules.

<p>Radiologists</p> <p>Maintain a link with ESGAR and develop links other professional bodies as appropriate.</p> <p>Scope and powers 2 (D) should be removed ref to lending money</p>	
<p>Can “Section 185 of the Charities act 2011” be removed?</p>	<p>This needs to be maintained in the document to satisfy the charities commission</p>
<p>Scope and powers 2 (D) should be removed ref to lending money</p>	<p>These have been removed as it is anticipated that it would never be desirable for BSGAR to lend money</p>
<p>Would it make more sense for the Trustees to authorise applications for membership pre-authorized by the exec committee?</p>	<p>Section 18 of the constitution. The trustees can delegate any function of BSGAR to the committee, so the approval of members would continue to be the role of the secretary.</p>
<p>How about decisions on how to appoint trustees? I know this is covered somewhat later but seems important to me and needs to be really clear e.g., do we need to specify what experience they have, any prior BSGAR involvement etc...?</p>	<p>This is by election and is described in the rules</p>
<p>I think 25 is too low. Significant changes to constitution etc could then be carried by 19 people (75% of the attendees) ?? Would 50 be better?</p>	<p>25 for a quorate meeting is recommended by the lawyer as above</p>
<p>Has giving allied health professionals who become members of the BSGAR full voting rights been agreed. Over time this could significantly alter the organisation if large numbers were to join the society</p>	<p>This would require a change to the rules but not the constitution, and would need a vote at the AGM</p>

Can a Trustee who is performing committee business claim reasonable expenses from the CIO under Section 6 .1 (c)	Yes a trustee can be reimbursed in the same way as an executive committee member
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