

UK & IRELAND NEUROENDOCRINE TUMOUR SOCIETY

BYELAWS

These Byelaws supplement the Articles of Association of the Society.

1. Interpretation

In these Byelaws:

“the Society” means the company intended to be regulated by these Byelaws

“these Byelaws” means the Byelaws of the Society;

“Officer” means the Chairman, immediate past Chairman, Secretary and Treasurer of the Society;

The Officers are also the Directors and Trustees of the Society

2. Aims

The Society’s objects are to promote for the public benefit research, education and clinical practice in neuroendocrine tumours by the organisation of conferences, training courses and publications, by raising public awareness, liaison with national and international legislators, and by any other appropriate means. The Society aims to improve the diagnosis and therapy of patients with neuroendocrine tumours within a national multidisciplinary and scientific context.

3. Membership

3.1 There shall be the following categories of membership:

- (a) Ordinary Members, open to scientists, clinicians and consultants with an active interest in the management of neuroendocrine tumours;
- (b) Trainee Members, being anyone who has not yet reached the date of completion of their training nor achieved consultant status. Trainees are eligible for a reduced subscription rate until completion of training is achieved when they will automatically pay the full member rate. The maximum period for this category of membership is 3 years, after which the trainee will automatically be moved to an Ordinary Member rate;
- (c) Nurse Members, being Nurses with an active interest in the management of neuroendocrine tumours;
- (d) Scientist Members, being researchers in the field of neuroendocrine tumours.
- (e) Allied Health Professional Member, being allied health professionals involved in the care of patients with neuroendocrine tumours.

- 3.2 Ordinary Members, Trainee Members, Nurse Members, Scientist Members and Allied health Professional Members shall be Voting Members.
- 3.3 Membership will not be open to lay persons without professional qualifications.
- 3.4 The Executive Committee must keep a register of names and addresses of members.

4. Subscriptions

The annual membership fees will be determined by the Executive Committee and announced at the Annual General Meeting.

5. Applications for membership

- 5.1 Applicants for membership shall complete the Society's membership application form and shall submit their application, accompanied by payment of the first year's membership fee, to the Society.
- 5.2 The Secretary, on behalf of the Executive Committee, may refuse an application for election for membership if, in their discretion they consider it to be in the best interests of the Society to do so. They shall not be required to give a reason for their decision, but should record the reason in the Minutes book of the Executive Committee.
- 5.3 Approval of membership applications, either individually or 'en bloc' as the Executive Committee decides, shall be approved by resolution at each Executive Committee meeting.
- 5.4 All categories of members shall have the right to receive notice of and attend any general meetings, but only Voting Members shall have the right to take part in elections of Executive Committee members and to vote at general meetings.
- 5.5 Applicants for membership can register for conferences and training courses at the reduced member rates but will not be eligible to vote at general meetings.
- 5.6 Once approved by the Secretary on behalf of the Executive Committee applicants for membership become Voting Members.

6. Termination of membership

Membership is terminated if:

- 6.1 the member dies;
- 6.2 the member resigns by written notice to the Society unless, after the resignation, there would be less than two members. Such resignation shall take effect from the end of the current membership year and no refunds of membership fees shall be made;

- 6.3 any sum due from the member to the Society is not paid in full within 9 months of it falling due;
- 6.4 the member is removed from membership by a resolution of the Executive Committee that it is in the best interests of the Society that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Executive Committee at which the resolution will be proposed and the reasons why it is to be proposed; and
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting.
 - (c) the resolution is approved by not less than 75% of the members of the Executive Committee entitled to vote

7. Notice of Annual General Meetings

- 7.1 All members must be notified of the Annual General Meetings at least three months in advance of the meeting, and this notice shall include a call for nominations for vacant positions on the Executive Committee.
- 7.2 The agenda for Annual General Meetings shall be distributed at least one month in advance of the meeting.
- 7.3 All members must be notified of other general meetings at least one month in advance of the meeting and the notice shall include the agenda.

8. Executive Committee

- 8.1 The Executive Committee shall consist of the Officers and the Chairs of the Programme Organising; Research; Clinical Practice; Publicity and Media and Education and Training Committees and up to three other duly elected, ex-officio or co-opted Executive Committee members
- 8.2 The number of Executive Committee members shall be not less than six nor more than twelve, including the Officers.
- 8.3 The members of the Executive Committee shall aim to represent a range of subspecialisms within the field of neuroendocrine tumours.
- 8.4 Any Voting Member of the Society who is in good standing with his or her membership subscription is eligible to stand for election to the Executive Committee.
- 8.5 No-one may be appointed to the Executive Committee if he or she would be disqualified from acting under the provisions of Byelaw 12.

8.6 Following approval of the Byelaws the first Chairman, Immediate Past Chairman, Secretary and Treasurer shall be the existing Directors. The first members of the Executive Committee shall be the existing Executive Committee. Thereafter the Executive Committee shall be elected in accordance with the provisions of the Byelaws.

9. Election of Executive Committee members

All elections to the Executive Committee shall be conducted on the following basis:

9.1 Notices of elections shall be issued to all Voting Members;

9.2 All notices of election shall be issued at least three months before each Annual General Meeting;

9.3 Each notice shall:

(a) specify the names of the Executive Committee members whose retirement gives rise to the vacancies in respect of which the election is to take place;

(b) specify the nature of the vacancies;

(c) invite nominations from Voting Members for candidates to fill these vacancies. Each Voting Member may make one nomination for each Executive Committee vacancy.

(d) Specify the date of commencement of the new term of office

(e) contain such other supporting information as shall be specified by the Executive Committee.

9.4 Each nomination shall be sent to the Secretary at least two months before the Annual General Meeting. All nominations must include a brief curriculum vitae, a summary of the nominee's contributions the field of neuroendocrine tumours, and a declaration signed by the nominee of his or her willingness to stand for election.

9.5 To be eligible for election candidates must be nominated and seconded by a Voting Member.

9.6 All nominations which satisfy the provisions of Byelaws 9.4 and 9.5 shall be submitted to Voting Members for election unless the Executive Committee determines otherwise acting in the best interests of the Society.

9.7 In cases where the number of valid nominations does not exceed the number of vacancies all candidates shall be elected without any further procedure.

9.8 If the number of candidates nominated for election shall exceed the number of vacancies, the Secretary shall at least one month before the Annual General Meeting send to all members the list of nominations.

- 9.9 Secret ballots shall be held before or during the Annual General Meeting, as decided by the Executive Committee. If there is a tied vote, then a further secret ballot shall be held at the same meeting, but only among the candidates with the tied votes.
- 9.10 A vote shall be valid if delivered to the Secretary by post or electronically no later than the latest time for receipt specified by the Executive Committee and if electronically at the address specified by the Executive Committee.
- 9.11 The Executive Committee may fill any casual vacancies on the Executive Committee by co-option, but only until the next Annual General Meeting.
- 9.12 All notices may be given by post, email, on the Society's web site or by any other method the Executive Committee deems fit subject to compliance with statutory regulations.
- 9.13 If no Voting Members vote to elect a particular candidate, the Executive Committee shall have power to fill the casual vacancy until the next following Annual General Meeting.

10. Retirement of the Executive Committee

- 10.1 At each Annual General Meeting all Executive Committee members who have completed their term shall retire from office but shall be eligible for immediate re-election for a further maximum period of one year to assist in the continuity of organisation. The term for the Chairman and other Committee Members except the Treasurer and Secretary shall be three consecutive years. The Treasurer and Secretary shall serve for a term of five consecutive years. These requirements do not apply to ex-officio members.
- 10.2 If an Executive Committee member is required to retire at an Annual General Meeting by a provision of these Byelaws the retirement shall take effect upon the conclusion of the meeting.

11. Powers of the Executive Committee

- 11.1 The Executive Committee shall manage the business of the Society and may exercise all the powers of the Society unless they are subject to any restrictions imposed by the 1985 Companies Act or the 2006 Act, the Memorandum, Articles of Association, these Byelaws or any special resolution.
- 11.2 No alteration of the Memorandum, Articles of Association or these Byelaws or any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee.
- 11.3 Any meeting of the Executive Committee at which a quorum is present as defined in Article 4.2.1 of the Society's Articles of Association at the time the relevant decision is made may exercise all the powers exercisable by the Executive Committee.

11.4 The Executive Committee shall have power to appoint additional persons to serve as non-voting members of the Executive Committee ex officio from time to time and for such period as the Executive Committee may determine if the Executive Committee determines in its sole discretion that the Society's objects will thereby be furthered and provided that the membership of the Executive Committee does not exceed the maximum number specified in Byelaw 8.2 above.

12. Disqualification and removal of Executive Committee members

An Executive Committee member shall cease to hold office if he or she:

- (a) ceases to be a member of the Society;
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (c) resigns as an Executive Committee member by notice to the Society; or
- (d) is absent without the permission of the Executive Committee from all their meetings within a period of twelve consecutive months and the Executive Committee resolves that his or her office be vacated;

13. Proceedings of the Executive Committee

13.1 The Executive Committee may regulate their proceedings as acting reasonably they think fit, subject to the provisions of these Byelaws. Meetings of the Executive Committee shall be convened by the Chairman or, in his or her absence, the Secretary, or when requested by any two Executive Committee members.

13.2 The quorum for meetings of the Executive Committee is two full committee members.

13.3 If the number of Executive Committee members is less than the quorum, the continuing Executive Committee member(s) may act only for the purpose of filling vacancies or calling a General Meeting.

13.4 Decisions are taken by simple majority of those Executive Committee members present and voting, with the Chairman holding the casting vote in case of tied votes.

13.5 Meetings of the Executive Committee shall be chaired by the Chairman or in his or her absence by the Secretary. If both the Chairman and Secretary are unwilling to preside or are not present within fifteen minutes after the time appointed for the meeting, the Executive Committee may appoint one of their number to chair that meeting.

13.6 A member of the Executive Committee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or

arrangement with the Society or in any transaction or arrangement entered into by the Society which has not been previously declared. A member of Executive Committee must absent himself or herself from any discussions in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

13.7 Subject to Byelaw 13.8, all acts done by a meeting of the Executive Committee, shall be valid notwithstanding the participation in any vote of an Executive Committee member:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office; or
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- (a) the vote of that Executive Committee member; and
- (b) that Executive Committee member being counted in the quorum;

the decision has been made by a majority of the Executive Committee at a quorate meeting.

13.8 Byelaw 13.7 does not permit an Executive Committee member to keep any benefit that may be conferred upon him or her by a resolution of the Executive Committee or of a committee or steering group if, but for clause 13.7, the resolution would have been void, or if the Executive Committee member has not complied with Byelaw 13.6.

13.9 Subject to the provisions of these Byelaws, Executive Committee members participate in a meeting of the Executive Committee, or part of a meeting of the Executive Committee, when:-

- (a) the meeting has been called and takes place in accordance with these Byelaws
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

13.10 Sub-committee Chairs of the Research, Clinical Practice, Education, and Publicity and Media Committees may nominate a deputy to act as their representative on the Executive Committee and at meetings of the Executive Committee. Deputies shall be granted all powers and voting rights enjoyed by the Executive Committee member.

13.11 In determining whether Executive Committee members are participating in a meeting of the Executive Committee, it is irrelevant where any Executive Committee member is or how they communicate with one another.

13.12 If all the Executive Committee members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14. Sub-committees and delegation

14.1 The Executive Committee may delegate any of their powers or functions to a sub-committee of two or more Executive Committee members plus other Voting Members but the terms of the delegation must be recorded in the minutes.

14.2 The Executive Committee members may impose conditions when delegating, including the conditions that:

- (a) the relevant powers are to be exercised exclusively by the sub-committee to whom they delegate; and
- (b) no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Executive Committee.

14.3 The Executive Committee may revoke or alter a delegation.

14.4 All acts and proceedings of any sub-committees must be fully and promptly reported to the Executive Committee.

15. Minutes

The Executive Committee must keep minutes of all:

15.1 appointments of officers made by the Executive Committee;

15.2 proceedings of meetings of the Society;

15.3 meetings of the Executive Committee and sub-committees including

- (a) the names of the Executive Committee members and sub-committee members present at the meeting;
- (b) the decisions made at the meeting; and
- (c) where appropriate the reasons for the decisions.

15.4 The minutes must be made available to members of the Society on personal application to the Society's offices, but may not be removed from the premises.

16. Approval of Contracts and Agreements

All contracts and official agreements and documents of the Society should be signed by the current Chairman of UKI NETS and one other Officer.