Company number: 07863350 **Charity number: 1148196**

THE BRITISH ASSOCIATION FOR SEXUAL HEALTH AND HIV {BASHH) BYELAWS

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The British Association for Sexual Health and HIV (BASHH) is a charitable company limited by guarantee.

Copies of the Memorandum and Articles of Association are available for inspection at the registered office of BASHH or on the BASHH website www.bashh.org.

These byelaws are made in accordance with Article 12 of the Company's Articles of Association which, without prejudice to the generality of Article 12, allows the Trustees to make, repeal or alter such byelaws as they think fit for the election of Trustees and election to particular posts or offices and to particular committees in respect of the affairs of the Charity.

The Byelaws are binding on all members of the Charity. No Byelaw shall be inconsistent with the Companies Act 2006, the Articles or any rule of law and the Byelaws should be interpreted in accordance with the Memorandum and Articles of Association.

1. ELECTION AS A TRUSTEE OF BASHH

1.1 Any member who is willing to act as a Trustee or willing to act as a Trustee in the capacity of a particular office or in a particular post as described in these Byelaws and meeting the eligibility requirements of any particular office or post as set out in regulation 1.7 of these Byelaws and who would not be disqualified from standing or acting under the provisions of the Articles or by law, may be elected a Trustee by being elected by a ballot of the members conducted in accordance with these Byelaws. Once elected, that member will serve as a Trustee on the board of directors of BASHH and references in these Byelaws to the "Board" shall mean the board of directors of BASHH.

1.2 Trustee posts are the President of BASHH, Vice-President of BASHH, General Secretary of BASHH, Treasurer of BASHH, Conference and Communication Secretary of BASHH, Chair of the Education Committee of BASHH, Chair of the Clinical Governance Committee of BASHH, the six Fellows to the BASHH Board (including one Academic Fellow to the Board), SAS representative on the BASHH Board, Nurse representative on the BASHH Board, Health Adviser representative on the BASHH Board and Doctor in Training representative on the BASHH Board.

1.3 All Trustees are members of the BASHH Board.

1.4 The General Secretary of BASHH will identify at least 3 months in advance of each year's Annual General Meeting (AGM) of BASHH the Trustee posts that will be due for election to serve from the close of business of the AGM of BASHH until the close of business of the second AGM following the Trustee's election.

1.5 The General Secretary of BASHH will instruct its appointed contractor for membership to check the BASHH membership database and will then notify all BASHH members about the posts that will be available for election, the eligibility requirements for nomination for specific posts and the nomination process.

1.6 Notification to individual BASHH members will be in accordance with BASHH's Articles of Association by the communication method that the member has registered with BASHH. This may be either a postal address or an email address. In addition, the information will also be posted on the BASHH website.

1.7 Requirements for Trustee posts:

1.7.1 Candidates for all Trustee posts (except the Lay Trustee and Doctor in Training representative) are required to have been a BASHH ordinary member of the relevant category for a minimum of two years. If a candidate is applying for a position that requires 'current Fellow membership' as below they must be willing (and eligible according to Article 6.4.1) to update their membership category to Fellow membership on successful appointment.

Eligibility requirements for specific Trustee posts are:

a) Candidates for the office of President, Vice-President, General Secretary, Treasurer, Conference and Communication Secretary, Chair of the Education Committee, Chair of the Clinical Governance Committee must be current Fellows of BASHH;
b) Candidates for Fellows to the BASHH Board must be current Fellows of BASHH;
c) Candidates for the SAS representative on the BASHH Board must be current SAS members of BASHH;
d) Candidates for the Nurse representative on the BASHH Board must be current nurse members of BASHH;
e) Candidates for the Health Adviser representative on the BASHH Board must be current health adviser members of BASHH;
f) Candidates for the Doctor in Training representative on the BASHH Board must be current doctor in training members of BASHH.

1.7.2 Prior to member vote, a delegated panel of the board of Trustees must also recommend to the board that any candidate for President is also appointable to the role of Chair of the External Affairs Committee. This panel must have at least four trustees, namely the Vice President, Conference and Communications Chair, a Fellow to the Board and a professional group representative. If any of these are a candidate then they will step aside for another board member. Assessment is likely to be made by meeting with candidates.

1.8 Candidates for election will be required to complete a nomination form which will state where it must be sent. The nomination form will contain a section for the candidate to outline their contribution to the specialty and to BASHH. The contribution statement will be up to a maximum of 250 words. Hyperlinks to additional information will not be accepted.

1.9 The nomination form must be signed by the candidate to confirm that they consent to be nominated for election to the post and for their contribution statement to be published with their name in the election material.

1.10 The candidate's nomination must be supported by a proposer and a seconder who must also sign the nomination form and consent to their name being published against the candidate's name as their proposer and seconder, respectively, in the election material. An original signed hard copy of the nomination form is required.

1.11 The proposer and seconder must be current Fellows of BASHH for nominations for the posts of President, Vice-President, General Secretary, Treasurer, Conference and Communication Secretary, Chair of the Education Committee, Chair of the Clinical Governance Committee and Fellows to the BASHH Board.

1.12 The proposer and seconder must be current Members of BASHH for nominations for the posts

of SAS representative on the BASHH Board, Nurse representative on the BASHH Board, Health Adviser representative on the BASHH Board and Doctor in Training representative on the BASHH Board.

1.13 The elections will be conducted by the Electoral Reform Service Ltd (or any successor body or equivalent appointed by the Trustees) (the "Election Manager") where possible and will usually be run in conjunction with the elections for Branch Chairs and Group representatives on the Clinical Governance Committee. Each election shall be conducted

in accordance with these Byelaws and any supplementary instructions issued by the Trustees.

1.14 If ii is not possible for the Election Manager to conduct the election, then the Board will appoint returning officers / scrutineers and conduct a numbered postal ballot of all eligible members.

1.15 All members currently registered with BASHH shall be eligible and entitled to vote in the election for all of the posts. In this context, "registered" means that the name of the member appears in the BASHH register of members. Members whose membership subscriptions are in arrears will be ineligible to vote and may not stand for election as a Trustee. Individuals who have recently submitted applications for membership will be accepted as registered members of BASHH if they have paid the membership subscription and have been approved and ratified by the Board of Trustees.

1.16 Al least 2 clear working days before the date for the issue of ballot papers BASHH will prepare an electoral roll of the eligible members that are entitled to vote. This will include the members' names and the email address or postal address that they have registered with BASHH. This will be provided to the Election Manager solely for the purpose of conducting a ballot of the members.

1.17 An electronic voting site and postal ballot papers will be produced by the Election Manager to provide details of the candidates, their contribution statements and the names of their proposer and seconder. These will be checked and approved by the General Secretary of BASHH prior to the ballot opening.

1.18 The Election Manager will send a link by email to the electronic voting site or a postal ballot pack to each eligible member containing the information detailed in regulation 1.17. These will be sent according to the communication details that the member has registered with BASHH and will invite them to participate in the ballot. The Election Manager will be instructed as to appropriate safeguards to ensure that each eligible member receives only one vote in the ballot.

1.19 Members of BASHH will typically have a voting period of at least 3 weeks from the opening of the ballot to cast their vote.

1.20 Election will be by means of a first past the post vote (as defined by the Electoral Reform Service Ltd) for all elected Trustee posts but for the six posts of Fellows to the BASHH Board (including the Academic Fellow to the Board) there will be provision, subject to nominations received and votes cast, for the election of at least two Fellows who work within the London area and at least two Fellows who work outside the London area to ensure geographic representation on the Board. The Academic Fellow to the Board will be elected by means of a first past the post vote and can work in either geographic location. Their geographic location will be counted towards the total number of Fellows to the Board when applying the mechanisms below to ensure geographic representation.

1.21 The mechanism used to ensure geographic representation will be that: -

a) If there are less than two Fellows to the BASHH Board who work within the London area then the candidate{s) working within the London area with the highest number of votes will be elected to ensure that at least two Fellows to the BASHH Board work within the London area. The remaining vacancies for Fellows to the BASHH Board will be elected by means of a first past the post vote to the remaining vacancies;

b) If there are less than two Fellows to the BASHH Board who work outside the London area then the candidate(s) working outside the London area with the highest number of votes will be elected to ensure that at least two Fellows to the BASHH Board work outside the London area. The remaining Fellows to the BASHH Board will be elected by means of afirst past the post vote to the remaining vacancies;

c) This may mean that in the specific situations (1.21a and 1.21b) up to two candidates with a lower number of votes than other candidates may be elected in order to ensure that there are at least two Fellows to the Board who work within the London area and at least two Fellows to the Board who work outside the London area;

d) In the event that there are less than two Fellows to the BASHH Board who work within the London area but only Fellows who work outside the London area are nominated as Fellows to the Board, they may be elected. The same would apply if there are less than two Fellows to the BASHH Board who work outside the London area but only Fellows who work within the London area have been nominated as Fellows to the Board, they may be elected. In these cases, the geographic representation on the Board would be affected but this would be accepted in order to avoid a reduction in the number of Trustees.

1.22 Ballot papers will be deemed invalid if they are unreadable, if the entries on the ballot paper do not make clear the intention of the voter, if the voter casts more than one vote per specific post, if any serial number of the ballot paper is erased or is not able to be identified, if an unofficial copy or format of the ballot paper is used, if the ballot paper has been cancelled due to a duplicate being issued, or if they are received at the address or at the site designated for the return of the ballot papers after the stated deadline.

1.23 The votes cast by electronic and postal methods will be collated and confirmed by the Election Manager and a written report will be provided to BASHH.

1.24 In the event of a tie on the number of votes cast, the result shall be decided by the drawing of lots by the President of the Trustees at a meeting of the Trustees. If the tie is for the post of President the drawing of lots shall be by the Vice-President (or other nominated BASHH officer) at a meeting of the Trustees.

1.25 The results of the election will be announced at the next general meeting of BASHH or announced earlier by the Trustees in such manner as they think fit.

1.26 The candidates elected will take up their positions from the close of business of the next BASHH AGM and will retire from office at the close of business of the second AGM (third AGM for the President) following their election. They may be re-elected or re-appointed for one further term only. However, the office of President shall be for a non-renewable period expiring at the close of business at the third AGM following election.

1.27 The Board may in their discretion invite chairs or members of BASHH groups to attend meetings of the Trustees to provide input on specific matters. These attendees will not be Trustees of the Company and will not have any rights to vote at meetings of the Trustees or on Trustees' resolutions.

2. APPOINTMENT OF THE LAY TRUSTEE

2.1 The General Secretary of BASHH will identify at least 3 months in advance of each year's AGM of BASHH whether the term of appointment of the current Lay Trustee of BASHH is due to come to an end at the close of business of the BASHH AGM.

2.2 If the term of appointment is due to come to an end at the close of business of the BASHH AGM the General Secretary of BASHH will instruct its contractor for support services to invite expressions of interest in the post using an external advertisement process.

2.3 Applicants for the post of Lay Trustee must be recruited from outside BASHH and must not be disqualified from acting under the provisions of the Articles or by law.

2.4 Applicants will be required to complete, sign and submit a Lay Trustee application form to BASHH.

2.5 A panel of Trustees will be agreed by the Board of BASHH to review the application forms and select a short-list of applicants for informal interview by at least three BASHH Trustees, including the President or Vice-President.

2.6 The successful applicant at interview will be offered the post of Lay Trustee to serve from the close of business of the next BASHH AGM until the close of business of the second AGM following their appointment. They may be re-elected or re-appointed for one further term only.

3. APPOINTMENT TO TRUSTEE VACANCIES

3.1 The appointment to Trustee vacancies is detailed in the Articles of Association and is outlined below.

3.2 If there is a vacancy on the Board of Trustees or if the number of Trustees falls below the number envisaged by Article 10.3 (A) in the Articles of Association, then the Trustees may in accordance with Article 10.3 (C) of the Articles of Association, in their discretion, fill that vacancy or those vacancies without any ballot of or election by the members. The Trustees may do this by appointing any of the original candidates who, at the time of the vacancy or vacancies, is or are willing to act and who would not be disqualified from acting under the provisions of the Articles or by law, or, if no such original candidate wishes to stand or is able to stand, by appointing any member that the Trustees believe is eligible and willing to stand.

3.3 Members appointed to vacancies must not be disqualified from acting under the provisions of the Articles or by law and must be eligible for appointment to the vacant post.

3.4 All Trustees who have been elected or appointed in accordance with Article 10.3 must retire from office at the close of business of the second AGM (third AGM for the President) following their election or appointment but may be re-elected or re-appointed for one further term only. However, the office of President shall be for a non-renewable period expiring at the close of business at the third AGM following election.

4. ELECTION AS A BRANCH CHAIR OR GROUP REPRESENTATIVE ON THE CLINICAL GOVERNANCE COMMITTEE

4.1 The Branch Chair and Group representative posts are not Trustees of BASHH and do not have any rights to vote at meetings of the Trustees or on Trustees' resolutions.

4.2 The Branch Chair posts are the Chairs of the following regions; East Anglia, Ireland, Mersey, Thames North East, Thames North West, Thames South East, Thames South West, North West, Northern, Oxford, Scotland, South West, Trent, Wales, Wessex, West Midlands, Yorkshire.

4.3 The Group representative posts are the SAS representative on the Clinical Governance Committee, Nurse representative on the Clinical Governance Committee, Health Adviser representative on the Clinical Governance Committee, Doctor in Training representative on the Clinical Governance Committee.

4.4 The General Secretary of BASHH will identify at least 3 months in advance of each year's AGM of BASHH the Clinical Governance Committee posts that will be due for election to

serve from the close of business of the AGM of BASHH until the close of business of the second AGM following their election.

4.5 The General Secretary of BASHH will instruct its appointed contractor for membership to check the BASHH membership database and will then notify all BASHH members about the posts that will be available for election, the eligibility requirements for nomination for specific posts and the nomination process.

4.6 Notification to individual BASHH members will be in accordance with BASHH's Articles of Association by the communication route that the member has registered with BASHH. This may be either a postal address or an email address. In addition, the information will also be posted on the BASHH website.

4.7 Candidates for all Branch Chair and Group Representative posts (except the Doctor in Training representative) are required to have been a BASHH ordinary member of the relevant category for a minimum of two years.

Eligibility requirements for specific posts are:

a) Candidates for Branch Chair posts must work in the Region for which they are seeking election and should be a nurse, health adviser, pharmacist, or doctor (SAS or consultant) with the appropriate membership.

b) Candidates for the SAS representative on the Clinical Governance Committee must be current SAS members of BASHH;

c) Candidates for the Nurse representative on the Clinical Governance Committee must be current nurse members of BASHH;

d) Candidates for the Health Adviser representative on the Clinical Governance Committee must be current health adviser members of BASHH;

e) Candidates for the Doctor in Training representative on the Clinical Governance Committee must be current Doctor in Training members of BASHH.

4.8 Candidates for election will be required to complete a nomination form which will state where it must be sent. The nomination form will contain a section for the candidate to outline their contribution to the specialty and to BASHH. The contribution statement will be up to a maximum of 250 words. Hyperlinks to additional information will not be accepted.

4.9 The nomination form must be signed by the candidate to confirm that they consent to be nominated for election to the post and for their contribution statement to be published with their name in the election material.

4.10 The candidate's nomination must be supported by a proposer and a seconder who must also sign the nomination form and consent to their name being published against the candidate's name as their proposer and seconder, respectively, in the election material. An original signed hard copy of the nomination form is required.

4.11 The proposer and seconder must be current Fellows of BASHH but may be from anywhere in the country for nominations for the posts of Branch Chair.

4.12 The proposer and seconder must be current Members of BASHH for nominations for the posts of SAS representative on the Clinical Governance Committee, Nurse representative on the Clinical Governance Committee, Health Adviser representative on the Clinical Governance Committee and Doctor in Training representative on the Clinical Governance Committee.

4.13 The elections will be conducted by the Electoral Reform Service ltd (or any successor body or equivalent appointed by the Trustees) (the "Election Manager") where possible and will usually be run in conjunction with the elections for Trustees to the Board of BASHH.

Each election shall be conducted in accordance with these Byelaws and any supplementary instructions issued by the Trustees.

4.14 If it is not possible for the Election Manager to conduct the election, then the Board will appoint returning officers / scrutineers and conduct a numbered postal ballot of all members.

4.15 All members currently registered with BASHH shall be eligible and entitled to vote in the election for all of the posts. In this context, "registered" means that the name of the member appears in the BASHH register of members. Members whose membership subscriptions are in arrears will be ineligible to vote and may not stand for election to the Clinical Governance Committee. Individuals who have recently submitted applications for membership will be accepted as registered members of BASHH if they have paid the membership subscription and have been approved and ratified by the Board of Trustees.

4.16 At least 2 clear working days before the date for the issue of ballot papers BASHH will prepare an electoral roll of the eligible members that are entitled to vote. This will include the members' names and the email address or postal address that they have registered with BASHH. This will be provided to the Election Manager solely for the purpose of conducting a ballot of the members.

4.17 An electronic voting site and postal ballot papers will be produced by the Election Manager to provide details of the candidates, their contribution statements and the names of their proposer and seconder. These will be checked and approved by the General Secretary of BASHH prior to the ballot opening.

4.18 The Election Manager will send a link by email to the electronic voting site or a postal ballot pack to each eligible member containing the information detailed in regulation 4.17. These will be sent according to the communication details that the member has registered with BASHH and will invite them to participate in the ballot. The Election Manager will be instructed as to appropriate safeguards to ensure that each eligible member receives only one vote in the ballot.

4.19 Members of BASHH will typically have a voting period of at least 3 weeks from the opening of the ballot to cast their vote.

4.20 Election will be by means of a first past the post vote (as defined by the Electoral Reform Service ltd) for all elected Branch Chair and Group representative posts.

4.21 Ballot papers will be deemed invalid if they are unreadable, if the entries on the ballot paper *do* not make clear the intention of the voter, if the voter casts more than one vote per specific post, if any serial number of the ballot paper is erased or is not able to be identified, if an unofficial copy or format of the ballot paper is used, if the ballot paper has been cancelled due to a duplicate being issued, or if they are received at the address or at the site designated for the return of the ballot papers after the stated deadline.

4.22 The votes cast by electronic and postal methods will be collated and confirmed by the Election Manager and a written report will be provided to BASHH.

4.23 In the event of a tie on the number of votes cast, the result shall be decided by the drawing of lots by the President of the Trustees at a meeting of the Trustees.

4.24 The results of the election will be announced at the next general meeting of BASHH or announced earlier by the Trustees in such manner as they think fit.

4.25 The candidates elected will take up their positions from the close of business of the next BASHH AGM and will retire from office at the close of business of the second AGM following their election. They may be re-elected or re-appointed for one further term only.

5. APPOINTMENT TO BRANCH CHAIR AND GROUP REPRESENTATIVE VACANCIES ON THE CLINICAL GOVERNANCE COMMITTEE

5.1 If there is a vacancy for a Branch Chair or Group representative on the Clinical Governance Committee then the Trustees may, in their discretion, co-opt a member into the post to serve until the close of business of the next AGM of BASHH.

5.2 Members appointed to vacancies must be eligible for appointment to the vacant post according to the criteria detailed in regulation 4.7.

5.3 The vacant post filled by the co-opted member will be listed for election at the next round of elections to serve from the close of business of the next AGM of BASHH.

Elizabeth Carlin 10 December 2014

Vice President

British Association for Sexual Health and HIV