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# GOVERNING DOCUMENT

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## **THE RULES OF THE HOSPITAL CONSULTANTS AND SPECIALISTS ASSOCIATION**

### **1. NAME**

The name of the organization shall be "The Hospital Consultants and Specialists Association" (hereinafter called "The Association").

### **2. DEFINITIONS**

In these Rules, unless inconsistent with the subject or context, the words in the column headed "WORDS" below shall bear the meaning set opposite to them respectively in the column headed "MEANINGS".

<b>“Words”</b>	<b>“Meanings”</b>
These Rules	These Rules or other Rules of the Association for the time being in force.
DH	The Department of Health or its successors, including ‘arm’s length organisations such as NHS Employers and others.
Trust	NHS or Foundation Trust Hospital.
Constituency	A geographic area within the United Kingdom, the Channel Islands and the Isle of Man as determined from time to time by Council.
NHS	The National Health Service.
Employing Authorities	DoH, Trust and others including the Independent Sector who provide services
Members	All medical and dental staff employed by hospitals or other employing authorities, but excluding those whose contract is within general practice (medical or dental), to include those in the following grades and/or such other grades as the Council shall from time to time determine: 1. Consultants 2. Staff Grade, Associate Specialist and Specialty Doctors 3. All medical and dental training grades or as may be redefined as their successors 4. Trust Grades, Clinical Fellows, or equivalent non-career grades 5. Other Career Grade Doctors as may be redefined by Council from time to time
Student Associate	Medical students enrolled at a government-recognised UK medical school who do not have a contract of employment or regular paid engagement in a medical role.
The Office	The Principal Office for the time being of the Association.
Council	The Council of the Association for the time being.
Executive Committee	The Executive Committee of the Council for the time being.
Independent Scrutineer	A person, or organisation, appointed under the relevant legislation to oversee and verify the democratic process.
Month	Calendar Month.
Year	Calendar Year.
In writing	Written, printed or lithographed or partly one or partly another, and other modes of representing or reproducing words in visible form including the HCSA website.

Words importing the singular number only shall include the plural number and vice versa and words importing persons shall include corporations.

## THE PRINCIPAL OFFICE

3. The Office shall be situated at such place as the Council shall from time to time resolve. Currently the office is at: Number One, Kingsclere Road, Overton, Basingstoke, Hampshire, RG25 3JA.

## OBJECTS

4. The principal objects of the Association are:
- a) to represent, promote, protect and advance the interests of Members in their relationship with Employing Authorities, and to represent Members in the negotiation of Terms and Conditions of Employment.
  - b) to regulate relations between Members and their employers or those who contract them (including Private Medical Insurers).
  - c) to obtain adequate representation of the views of Members in the formulation of decisions on health policy.
  - d) to promote co-operation and material assistance between members.
  - e) to promote and encourage the settlement of disputes within the NHS and the private medical sector by negotiation, arbitration, or failing arbitration by other lawful means, and to act as or nominate arbitrators and umpires on such terms and in such cases as may seem expedient.
  - f) to encourage and support the improvement and progress of medical practice professional standards; and to promote and do all such things as may be considered desirable in order to provide the general public the most efficient service.
  - g) to investigate managerial administrative problems arising in the NHS to ensure the efficient application of resources towards achieving the optimum welfare and wellbeing of the patient.

In furtherance of, but without prejudice to, the generality of its principal objects the Association shall have the following ancillary objects:

- h) to enter into agreements on behalf of or otherwise for the benefit of Members with, and to represent the interests of Members in any discussions with, whether or not involving (any formulation or implementation of policy by), any person or body (whether incorporated or unincorporated) and in particular any Government Department, Ministry, or local, national or international authority, and any company, trade union, organization or association in any way representative of employers or employees in the NHS, the Independent Sector, or in any industry or branch of industry whether or not situated in the United Kingdom.
- i) to promote or support any legislation which may be considered to be in the interests of Members or the NHS and to oppose any legislation which may be considered to be contrary to such interests.
- j) to collect information and to circulate statistics and other non-confidential information relating to the NHS, and to found, manage, support, print, publish,

issue, circulate and distribute, whether gratis or otherwise, papers, magazines, circulars, periodicals and any other publications for any purpose.

- k) to purchase, take on lease or hire, or otherwise acquire any real or personal property and rights or privileges over or options to acquire the same, and to sell, lease, mortgage, exchange, partition or otherwise deal in and dispose of any of the real or personal property, rights and privileges of the Association.
- l) to construct, alter or maintain any buildings required for the purpose of the Association and to provide the same and any buildings or rooms in the occupation of the Association with all proper and necessary fixtures, fittings, furniture, apparatus, appliances, and conveniences.
- m) to borrow or raise money for the purpose of the Association on such terms and on such security as may be thought fit and to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- n) to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may be for the time being imposed or required by law.
- o) to promote, or assist in the promotion, administration or management of all kinds of schemes for the provision of benefits of all kinds for or for the benefit of Members and in particular (but without prejudice to the generality of the foregoing) schemes for the provision of pay during sickness, pensions, life assurance, death benefits, loans and other welfare and like benefits for or for the benefit of the Members and for any of the aforesaid purposes to carry on any kind of insurance or re-insurance business.
- p) to establish and support and to aid in the establishment and support of institutions, organizations, trusts and funds of any kind.
- q) to do all other such lawful objects and things as may be incidental or conducive to the attainment of the principal objects of the Association.

## **MEMBERSHIP**

5. There shall be the following classes of Members:

- a) Ordinary Members
- b) Retired Members
- c) Fellows
- d) Honorary Members
- e) Fellows Honoris Causa

Ordinary Membership shall be open to individuals as defined in rule 2 engaged in any medical or medicolegal practice, whether for the NHS, independently (private) or any

other "Any Qualified Provider" employer. If a member is elected to HCSA Fellowship their rights and obligations as an ordinary member will remain so long as they are in active practice as above.

Retired Members shall be defined as those who are no longer in medical practice of any form and who had previously been an Ordinary Member and who request Retired Membership status formally via The Office. Retired Membership status will begin at their next annual renewal.

Fellowships shall be proposed as a mark of esteem, be nominated by Council and awarded, by vote, at the AGM.

## **ORDINARY MEMBERSHIP AND RETIRED MEMBERSHIP**

6. Applications for Ordinary Membership and Retired Membership shall be received by the Office.
7. No applicant shall be admitted to Ordinary Membership or Retired Membership unless and until:
  - a) he/she shall have delivered to the Office a completed application by him/her in such form as the Council may from time to time prescribe and
  - b) the Office shall have satisfied itself that he/she is for the time being entitled to membership in accordance with Rule 2 and
  - c) shall in either case have approved his/her application for Membership.
  - d) he shall have paid to the Association such a sum (if any) as may be payable by way of entrance fee or subscription in accordance with Rules 25 and 26.
8. No Member shall be excluded from Membership by way of any arbitrary or unreasonable discrimination.
9. The Executive Committee may subject to Rules 8 and 11 refuse to admit any applicant to Membership for any reason.
10. Without prejudice to the generality of Rule 9 above, the Office shall be guided by the provisions of this Rule when considering applications for Membership and, unless in the opinion of the Office special circumstances exist for which no provision is made by these Rules, shall refer the application to the Executive Committee which shall be entitled to refuse to admit an applicant to Membership for one or more of the following reasons only:
  - a) that in the opinion of the Executive Committee the applicant is not as the case may be eligible for Membership.
  - b) that the applicant has at any time prior to his/her application for Membership been found guilty of unprofessional conduct.
  - c) that the applicant has at any time prior to his/her application for Membership been convicted of a criminal offence triable on indictment (other than a motoring offence not resulting in imprisonment).
  - d) that the applicant is of unsound mind within the Mental Health Acts.

- e) that the applicant is bankrupt or has made or agreed to make any assignment for the benefit of his/her creditors.
  - f) that the applicant is or has at any time prior to his/her application for Membership been associated with any organization which the Membership Committee considers undesirable or against the interests of the Association.
  - g) that the Executive Committee has received adverse reports on the character skill or professional competence of the applicant and such reports have been investigated by the Office either:
    - i) substantiated to the satisfaction of the Executive Committee or
    - ii) communicated to the applicant who is able to give no satisfactory explanation to the Executive Committee.
  - h) in the case of an applicant for Retired Membership that he/she has never been a Member of the Association.
  - i) that the applicant would require the services of the Association on matters that predate the application for Membership.
- 11.** The Executive Committee shall within seven days of the meeting at which an application for Membership is refused give notice in writing to the applicant:
- a) the reason for such refusal and
  - b) the applicant's right to appeal and the manner in which such appeal may be exercised.
- 12.** The applicant shall be entitled to appeal to the Executive Committee by giving notice in writing of his/her wish to appeal no later than 28 days after the date of the written notification of the refusal of his/her application.
- 13.** Appeals shall be heard by the Executive Committee at a special meeting summoned for that purpose. The Executive Committee shall inform the applicant in writing of the date of the hearing of his/her appeal, and shall invite him/her to attend and address the Executive Committee and/or to be legally represented and, if he/she wishes, to call witnesses. The decision of the Executive Committee shall be final.
- 14.** Ordinary Members and Retired Members shall be entitled to exercise all the rights and privileges of Membership of the Association.

### **HCSA Fellows**

- 15.** HCSA Fellows:
- a) Shall be elected by Council as a mark of esteem as in rule 5
  - b) A group of three Fellows will represent the views and opinions of all HCSA Fellows as the 'Senior Fellows Group'. The first Senior Fellows Group will be co-opted from the immediate past Trustees.

- c) Nominations for the roles of 'Senior Fellow' will be sought from all HCSA Fellows (starting early in 2017). If more than three are nominated, then a simple postal ballot will be held with all Fellows invited to vote in time to commence a tenure of 3 years from April 2017. Senior Fellows would not normally be in post for more than 2 terms but could be called upon to extend their tenure if no eligible candidate was elected.
- d) The senior Fellows role is principally one of providing insight related to the longstanding 'corporate memory' of the Association. They will be involved in those areas of HCSA affairs where they can provide insight and guidance to the President and Executive.
- e) The Senior Fellows do not have an executive role, and do not by right sit on Executive, Finance or any other standing committee of the Association, but will be invited as non-voting members to all council meetings and will receive agreed minutes from the Executive, Finance and any other standing committees. This ensures their independence from day to day issues, and allows them free rein to advise the President and Executive without any suggestion of conflict of interests. However, they may be seconded onto any committee of the Association, at the discretion of the relevant committee Chairman.

## HONORARY APPOINTMENTS

16. The following Honorary appointments may be made by Council:
- a) **Honorary Members** may be elected by the Council and shall be persons who have not been Ordinary or Retired Members but who by their services have furthered or are furthering the objects of the Association.
  - b) **Fellows Honoris Causa** may be elected by the Council and shall be persons who are currently or have been Ordinary or Retired Members and who by their services have demonstrated some or all of:
    - i) The highest level of dedication and achievement in their work for the Association or its aims
    - ii) The highest level of support to the development of the Association or its aims
    - iii) The highest level of work for the Association or its aims
17. Honorary members and fellows may at the discretion of the Council in each year:
- a) receive the literature of the Association
  - b) receive notice of meetings of the Association
  - c) attend, but not vote at, meetings of the Association
  - d) act in such other capacity (if any) in connection with the affairs of the Association as the Council shall from time to time prescribe provided that Honorary Appointments shall in no circumstances be eligible for election to or hold any office in the Association or in any Constituency of the Association or to vote in any election or any ballot of Members of the Association or any Constituency of the Association.

## REGISTER OF MEMBERS

18. The Association shall maintain at the Office a Register containing the names and addresses of all the Members for the time being of the Association.
19. All Members shall supply the Association with such information as the Association may from time to time require in order to keep the said Register accurate.
20. The said Register shall be open at all reasonable times to inspection by all Members of the Association, subject to the provisions of the Data Protection Act, as may be amended, and other relevant legislation that, may from time to time, be in force.

## **RIGHTS AND OBLIGATIONS OF MEMBERS**

21. Every Member shall enjoy such rights and privileges as may be determined from time to time by the Council including:
  - a) the right to receive such publications as the Association shall make available at such rates (if any) as the Council shall from time to time prescribe.
  - b) the benefit of collective action by the Association to safeguard Members' interests within and without the NHS including those:
    - i) with outside bodies including the Government;
    - ii) under existing and proposed legislation.
  - c) Advice and Representation:

A team of experienced National Officers and advisers is available to deal with member(s)' problems arising from their practice. The HCSA does not deal with those professional or clinical matters which fall within the remit of medico-legal defence organisations. Employment issues will typically, but not exclusively, include:

- Job plans and contracts of employment
- Contract disputes
- Salaries (including over/under payment claims)
- Contracts of employment
- Terms and conditions of service
- Disciplinary hearings
- Grievances
- Unlawful discrimination
- Ill health retirement
- Pensions advice (of a general nature and not which would be the remit of a regulated independent financial adviser)
- Maternity pay and parental leave
- Redundancy and redeployment

It is important to note that:

- Neither the HCSA nor its legal team will provide assistance to members on issues that pre-date HCSA membership.
- Membership of the HCSA provides representation at employer disciplinary / grievance / appeal hearings only by members of the HCSA staff. HCSA Membership does not entitle representation by a solicitor or barrister at such proceedings.
- Representational / advisory services are provided by the HCSA on a discretionary basis having regard to the circumstances of each case. In addition, where the cost of

representation is for example disproportionate to anticipated outcomes or where a member is not prepared to accept the advice provided, support and representation will also be refused. In such case an appeal mechanism exists by application to the Executive Committee

- HCSA will not usually provide representation/advice when members have commenced proceedings/attended any formal meetings without HCSA involvement, or have been represented by another organisation.
- Will not provide legal assistance or representation where the member has already obtained or is receiving such legal assistance from an alternative legal firm not commissioned by the Association

- 22.** Every Member and Honorary Member of the Association shall be and remain bound by and shall at all times observe and comply with the provisions of these Rules and the terms of all agreements entered into by the Association.
- 23.** Members shall pay to the Association subscriptions and/or contributions of such amounts (if any) and at such respective times (if any) as the Council may in its absolute discretion determine.
- 24.** Subject as hereinafter provided every Ordinary Member shall have the following rights:
- a) to vote in any election for any such office or in any ballot of Members of the Association or of any Constituency of the Association.
  - b) to attend, vote and take part in all General Meetings and all Constituency Meetings of the Association in such Member's Constituency.
  - c) to attend, with prior approval of the Executive Committee, speak at, take part in but not vote at all meetings of the Council.
  - d) Retired Members shall have the same rights and obligations as Ordinary Members as set out in Rules 24 (a) except they may not stand for office (b), except that they are not permitted to vote and (c) above. They may be invited to sit on Sub-Committees of the Association.

## **SUBSCRIPTIONS**

- 25.** Subject to any directions which may be given from time to time by a General Meeting the Council shall have power:
- a) from time to time in its absolute discretion to set, and if and when thought fit, increase or reduce the amount and the mode of payment of the annual subscription and other subscriptions (if any) to be paid to the Association by the respective classes of Members of the Association.
  - b) to exempt any Member or Members individually or any class or classes of Members from the payment of all or any of the subscriptions which, but for such exemption, would be payable by such Member or Members or such class or classes of Members.
  - c) any Ordinary Member who is not fulfilling a role which gained them eligibility for Ordinary Membership (Rule 2, Rule 5) for more than three calendar months may apply to The Office for a pause to be put on their subscription renewal date, up to a maximum of 12 months. The Office will assess the request and approve where reasonable. Any queries will be referred to the next meeting of the Executive Committee for a decision. They will

be obliged to inform The Office of their return to eligibility for Ordinary membership and their subscription year will recommence from the date that eligibility returns. Any subscriptions incurred by the member from the date of recommencement will be the responsibility of the member and if unpaid will result in removal of membership from the date of the delayed subscription due date.

26. Ordinary Members shall pay to the Association such annual subscription as may be determined by Council.  
No annual or other subscription shall be payable by any Honorary Member or Fellow as such unless engaged in NHS or Independent practice.
27. Each annual subscription payable by the Ordinary Members shall be in respect of a 12 month period and shall be payable in each year.
28. A person becoming an Ordinary Member shall pay a subscription of such portion of the current annual subscription as Council may from time to time decide at the same time by completing a direct debiting mandate for the full subscription, paid monthly or annually.
29. No alteration by Council in the amount of the annual or other subscription to be paid by Members generally or by any Member or class of Member shall affect any annual or other subscription which shall have already become actually due and payable in respect of any period, following the date when such alteration is made by Council.
30. Any Member whose annual subscription or other subscription after application in writing by the Secretary for payment thereof, is in arrear for three months after the due date for payment thereof may be excluded from Membership of the Association and shall forthwith cease to be a Member of the Association and forfeit all privileges of Membership, but the arrears shall remain a debt due to and recoverable by the Association. For the purpose of this Rule a Member's annual or other subscription shall be deemed to include all sums payable by him/her to the Association.

## **CESSATION OF MEMBERSHIP**

31. If a Member shall cease to be in any form of active remunerated medical practice he/she may thereupon cease to be an Ordinary Member but shall be eligible for Retired Membership.
32. If a Member shall:
  - a) be found guilty of unprofessional conduct or
  - b) be convicted of a criminal offence triable on indictment (other than a motoring offence not resulting in imprisonment) or
  - c) become of unsound mind within the Mental Health Acts or
  - d) become bankrupt or make or agree to make any assignment for the benefit of his/her creditors or
  - e) fail in the observance of any of these Rules or any Regulations, standing orders, bye-laws, undertakings or Agreements for the time being of the Association or

- f) in the judgement of the Executive Committee be guilty of any dishonourable or unprofessional conduct within or without the Association or
- g) become associated with any organization which the Executive Committee considers undesirable or against the interest of the Association.
- h) be believed not to have reasonably complied with the advice given by the Officers of the Association and/or has brought the Association into disrepute

the Executive Committee shall have the power by vote of two-thirds of its Members at a special meeting summoned for that purpose to expel such Member from the Association and such Member shall thereupon cease to be a Member of and shall forfeit all his/her interests and privileges in the Association as from the date of the passing of the resolution expelling him.

- 33.** The Executive Committee shall inform such Member in writing of the charges brought against him/her and of the date of such special meeting and shall invite him/her to attend and address the Executive Committee and, if he/she wishes, to call witnesses.
- 34.** If a resolution expelling such Member is passed, the Executive Committee shall within seven days of the meeting at which such a resolution is passed inform such Member in writing of the findings of the Executive Committee and of his/her right to appeal to the Council and the manner in which such appeal may be exercised.
- 35.** Such Member shall be entitled to appeal to the Council by giving notice in writing to the Executive Committee of his/her wish to appeal not later than 28 days after the receipt by the Member of the written notification from the Executive Committee of his/her right to appeal to the Council.
- 36.** Appeals shall be heard by the Council, whose decisions shall be final, at a special meeting summoned for that purpose. The Executive Committee shall inform such Member in writing of the date of such special meeting and shall invite him/her to attend and address the Council. The member may, if he/she wishes, call witnesses and be represented by a colleague, trade union or other representative or a solicitor not acting in a legal capacity. The decision of the Council shall be final.
- 37.** The Council shall have power by the vote of two-thirds of its Members present at such special meeting to uphold the expulsion of such Member, failing which such Member's appeal shall be allowed and the vote of the Council shall render the expelling resolution of the Executive Committee null and void. Members of the Executive Committee shall be entitled to attend and speak, but not vote, at such meeting of the Council.
- 38.** Any Member expelled under these Rules or otherwise ceasing to be a Member from any cause shall not be entitled to receive back any part of his/her subscription in respect of the period from the date of such expulsion or cessation of Membership to the end of the current subscription year, nor to a return of any other money paid to the Association by way of subscription or otherwise by such a Member.
- 39.** Any Member expelled under these Rules or otherwise ceasing to be a Member from any cause may make a fresh application for Membership not earlier than six months after the date of the cessation or other termination of his/her Membership. Such fresh application for Membership shall be subject to the approval of the Executive Committee who may in their absolute discretion restore, or refuse to restore, the Membership of any such Member subject to or without payment by such Member of any new subscription.

40. Any Member expelled under these Rules or otherwise ceasing to be a Member from any cause shall thereupon forfeit all rights of whatsoever nature which he/she may have against the Association or its property except to such extent as may be otherwise resolved by the Council as prohibited by law.
41. Any Member expelled under these Rules or otherwise ceasing to be a Member from any cause shall thereupon vacate:
- a) any office which he/she holds in the Association or any Constituency of the Association and
  - b) his Membership (if any) of the Council or any Committee or Sub-Committee of the Association or any Constituency of the Association and
  - c) any office or position to which he/she has been appointed by the Association and/or which he/she is a representative or delegate of the Association.

### **RESIGNATION OF MEMBERSHIP**

42. Any Member may resign his/her Membership by giving not less than three calendar months' notice in writing of his/her intention so to resign to the Association and his/her Membership shall forthwith cease upon the expiration of such notice, provided that any sums due and owing to the Association from any such Member at the date of resignation by way of subscription or otherwise shall remain a debt due to and recoverable by the Association.
43. Rule 41 shall apply following such resignation.

### **STUDENT ASSOCIATES**

44. Student Associates will be charged a special subscription rate as advertised at the time of joining. Should this amount change they will be notified electronically in advance of any alteration.
45. Student Associates can participate in the day-to-day activities of HCSA, receive regular information from HCSA, and access member offers which may be available at any given time, but they will not be entitled to stand for any elected position within HCSA or hold voting rights.
46. At the discretion of the Association, Student Associates may be able to access employment advice (defined under paragraph 21c of these rules) when on placements within a hospital setting and prior to taking up a contracted post. They may, on an exceptional case-by-case basis assessed by the HCSA Executive, be able to access legal assistance.
47. If a Student Associate member is no longer enrolled as a medical student at a government-recognised UK medical school then:
- a) If they have graduated they will be invited to convert their membership into full membership and shall receive up to 6 months' grace in order to secure an employed post. Longer grace periods may be granted at the discretion of the HCSA Executive.

- b) If they have ceased to study then they must inform HCSA and their Student Affiliate status will lapse immediately.
  - c) If they are taking a break from their studies and expect to return then they must inform HCSA at the earliest opportunity.
- 48.** HCSA Student Associates are expected to uphold the same standards and good conduct as any other member. Their membership is therefore also governed by paragraphs 32-41 of these Rules.
- 49.** Student Associates may resign their membership at any time in writing.
- 50.** They shall have no other rights under these rules aside from those detailed in this section ("Student Associates").

### **CONSTITUENCY ORGANIZATION**

- 51.** The United Kingdom shall be divided into such Constituencies as may from time to time be determined by Council.
- 52.** The Council shall have power at any time and from time to time:
- a) to establish such Constituency organization as may be thought fit for each Constituency of the Association and
  - b) to determine and from time to time alter and amend in any way the powers, terms of reference, duties, business and procedure of such organization and
  - c) to supervise, discipline or dissolve any such organization and/or to dismiss any member or officer thereof and
  - d) to delegate and revoke the delegation of the foregoing powers to the Executive Committee.
- 53.** The powers of the Council or the Executive Committee under Rule 52 above shall be exercised by way of or in accordance with Regulations established, altered or amended by a resolution passed by the Council or the Executive Committee under Rule 110 hereof.
- 54.** Unless and until otherwise determined by the Council or the Executive Committee the Constituency organization of the Association shall be governed by Regulation 1 of these Rules.
- 55.** Each Constituency of the Association shall elect to Council the number of Representatives as prescribed in Regulation 1.

### **THE COUNCIL**

- 56.** The Council shall consist of the prescribed number of Members as defined in Regulation 1, elected every four years from each Constituency. For Council to discharge its responsibilities effectively its Members are encouraged to attend all Council meetings. A register of attendance will be kept. A member of Council may be required to relinquish

his/her office in the event of a failure to attend three consecutive meetings of Council without adequate reason.

Council Members are expected to:

- Maintain a list of current Members within their constituency, subject to compliance with relevant Data Protection legislation.
- Ascertain and represent the views of constituents at Council meetings and also via the Office
- Encourage local HCSA Representatives in their Constituency
- Provide the Office with information of newly appointed Consultants, Associate Specialists, Staff Grades, Specialist Registrars and other potential members
- Keep the Office informed of local issues and problems so that the Association is able to offer support and advice

**57.** Members of the Council shall hold office for four years and shall be eligible for re-election provided that:

- a) Council members may be elected to represent in any of the five categories of membership described in Rule 2 and may not normally serve as a member of the Council for a period exceeding four terms in each category:
- b) but could be called upon to extend their tenure if no eligible candidate was elected
- c) they are elected to any office in the Association, when they:
  - i) shall continue to hold office as Members of the Council
  - ii) may elect during that period to relinquish being a Council member for the Constituency for which they were elected or in which they subsequently practise. Where that discretion is exercised that period of office shall count in the determination of Constituency representation on the Council.

**58.** The Council shall have the power at any time and from time to time:

- a) to determine, alter or amend in any way the rules, qualifications and procedure for election to the Council, and proceedings of the Council.
- b) to delegate and revoke the delegation of the foregoing powers to the Executive Committee.

**59.** The powers of the Council or the Executive Committee under Rule 58 above shall be exercised by way of or in accordance with Regulations established altered or amended by a resolution passed by Council or the Executive Committee under Rule 110 hereof.

**60.** Unless and until otherwise determined by the Council or the Executive Committee the rules, qualifications and procedure for elections to the Council and the proceedings of the Council shall be governed by Regulation 2 of these Rules.

**61.** The Council shall have the following general powers, responsibilities and functions conferred on the Council by these rules:

- a) The management of the business of the Association and the mode of expenditure of the funds of the Association.

- b) The control and direction of the policy of the Association.
  - c) To have made available, upon request, the minutes of the Executive Committee and of any Sub-Committees of the Association.
  - d) In addition to exercising all the powers, discretions and authorities expressly conferred on the Council by these Rules, to exercise all such powers, objects and discretions of the Association and to do all such acts and things as may be exercised or done by or on behalf of the Association.
  - e) To elect the Chairman of such Sub-Committees of the Executive Committee as may be constituted under these Rules.
  - f) To nominate for election the Executive Officers of the Association.
  - g) At any time and from time to time to alter the definition of Members in these Rules for eligibility of Membership such hospital doctors and dentists as they may think fit.
  - h) To delegate any or all of the powers, responsibilities and functions of the Council.
- 62.** Any member of Council may be removed from office at any General Meeting of the Association by a resolution passed by a majority of not less than two-thirds of the votes cast thereon, in which event he/she shall thereupon vacate:
- a) his Membership of the Council and his/her Membership (if any) of any Committee or Sub-Committee of the Association or any Constituency of the Association and
  - b) any office which he/she holds in the Association or any Constituency of the Association and
  - c) any office or position to which he/she has been appointed by the Association and/or in which he/she is a representative or delegate of the Association.

### **ELECTED EXECUTIVE OFFICERS**

- 63.** The Elected Executive Officers of the Association shall be as follows:
- a) The President
  - b) The Chairman of the Executive Committee
  - c) The President-Elect. (The nomination to occur one year before the President is due to relinquish office.)
  - d) Immediate Past President
  - e) The Secretary or Joint Secretaries
  - f) The Treasurer
  - g) The Chairmen ("the Committee Chairmen") of all such Sub-Committees of the Executive Committee as may be constituted under Rule 82 hereof provided that the Council may from time to time constitute such other National Office in the Association as they think fit

and shall in their absolute discretion designate the title of such Office. Any such additional Executive Officers shall hold office subject to the provisions of these Rules.

64. The Council shall subject to these Rules have power at any time and from time to time determine alter and amend in any way the method of election terms and tenure of office and the powers and duties of the Executive Officers.
65. The powers of the Council under Rule 64 above shall be exercised by way of or in accordance with Regulations established altered or amended by a resolution passed by the Council under Rule 110 hereof.
66. Unless and until otherwise determined by the Council the powers and duties of the Executive Officers shall be as contained in these Rules and in Regulation 3 of these Rules.
67. No person shall be eligible for election as a Executive Officer unless at the date of his/her election he/she is:
  - a) an Ordinary Member of the Association and
  - b) a member of the Council.
68. The Executive Officers with the exception of the Immediate Past President and the Committee Chairmen shall be nominated by the Council and elected at the Annual General Meeting of the Association.
69. The Committee Chairmen shall be elected every three years by the Council.
70. Subject to Rule 72 the Executive Officers of the Association shall hold office for a period of three years and, where otherwise eligible for re-election to the National Office thereafter, shall not be so eligible unless they shall first have submitted themselves for and obtained re-election as a member of the Council.
71. The Executive Officers shall remain Members of the Council during their tenure of office.
72. Any Executive Officer may be removed from office at any time at any General Meeting of the Association, and the Committee Chairmen or any of them may be removed from office at any time at any meeting of the Council, in either case by a resolution passed by a majority of not less than two thirds of the votes cast thereon in which event any such Executive Officer shall thereupon vacate:
  - a) his/her Membership of the Council, and the Executive Committee and any Sub-Committee thereof and
  - b) any office which he/she holds in any Constituency of the Association, and his/her Membership of any Committee or Sub-Committee in any Constituency of the Association and
  - c) any office or position to which he/she has been appointed by the Association and/or in which he/she is a representative or delegate of the Association.
  - d) and the General Meeting or Council Meeting as the case may be shall forthwith elect a new Executive Officer in his/her place.
73. Any casual vacancy in the position of any Executive Officer other than the Committee

Chairmen may be filled at the discretion of the Executive Committee by the co-option of a member of the Council to such office pending the next following General Meeting at which such member of the Council shall resign and an election to fill any such vacancy shall be held.

74. Any casual vacancy in the Committee Chairmen may be filled at the discretion of the Executive Committee by the election of a member of the Council to such office pending the next following Council meeting at which such member of the Council shall resign and an election to fill any such vacancy shall be held.

## **HONORARY NATIONAL APPOINTMENTS**

75. The Annual General Meeting shall have the power to confer the title of Fellow of the Association upon Members, and others, who have given distinguished service to the Association. The title of Fellow shall be conferred for life.
76. Fellows of the Association shall be entitled to attend, speak at, take part in but not vote at all meetings of the Council. For the avoidance of doubt a Fellow maintaining subscription payments as an Ordinary Member will be entitled to all benefits as applicable to Ordinary membership.
77. Each President standing down on completion of his/her term of office, (or earlier of his/her own volition), shall with Annual General Meeting consent assume the role of Fellow of the Association and continue to participate as a member of the HCSA Executive Committee in a post-presidential role during the term of office of the in-coming President.
78. HCSA Office Advisory Group
- a) The President shall have the option to create an HCSA Office Advisory Group made up of HCSA Fellows and ordinary Members chosen by the President currently in office.
  - b) The function of this Group shall be to enable the HCSA Administrative Office to benefit from the experience and expertise of the Members participating in the Group when attending to HCSA Members' needs.
  - c) Members of the HCSA Office Advisory Group may be invited by the Chairman of the HCSA Executive Committee to attend meetings of that Committee.
  - d) The HCSA Office Advisory Group shall dissolve on completion of a President's term of office but may be reconstituted by the in-coming President in accordance with Rule 78a)

## **EXECUTIVE COMMITTEE**

79. There shall be a Standing Committee of the Council known as the Executive Committee.
80. The Executive Committee shall consist of all the Executive Officers of the Association for the time being.
81. The following powers, responsibilities and functions of the Council are hereby delegated to the Executive Committee and unless and until otherwise determined by Council and subject always to directions from and decisions of the Council the Executive Committee shall exercise all powers, responsibilities and the functions of the Council with respect to:

- a) the management of the business of the Association and the mode of expenditure of the funds of the Association and
- b) the control and direction of the policy of the Association.

**82.** The Council and the Executive Committee shall separately have power:

- a) to constitute such Sub-Committee of the Executive Committee consisting of such persons (none of whom need to be Members of the Council with the exception of the Chairman thereof) as the Council or the Executive Committee may think fit and
- b) to remove from office any member of any such Sub-Committee and fill any casual vacancy and
- c) to reconstitute, change the Membership of or dissolve any such Sub-Committee.

**83.** The Chairmen of any such Sub-Committees as may be constituted under Rule 82 above shall be elected by the Council and shall serve on the terms set out in Regulation 3 hereto, provided that no person shall be eligible for election to such chairmanship unless at the date of such election he/she is a Member of the Association and a Member of the Council.

**84.** The Council shall have power at any time and from time to time:

- a) to determine alter and amend in any way the powers, terms of reference, duties, business and procedure of the Executive Committee and any Sub-Committee thereof and
- b) to delegate and revoke the delegation of the foregoing powers to the Executive Committee.

**85.** The powers of the Council and the Executive Committee under Rule 84 above shall be exercised by way of or in accordance with Regulations established altered or amended by a resolution passed by the Council or the Executive Committee under Rule 110 hereof.

**86.** Unless and until otherwise determined by the Council or Executive Committee the powers, terms of reference, duties, business and procedure of the Executive Committee and any Sub-Committee thereof shall be governed by Regulation 4 of these Rules.

## **THE TRUSTEES**

**87.** Role and duties of the Trustee(s)

- a) The Trustee or Trustees for the time being of the Association shall be appointed by, and may at any time be removed from office by, the Council acting in its absolute discretion.
- b) All of the real and personal estate belonging to the Association shall be vested in the Trustee or Trustees.

- c) It shall be the duty of the Trustee or Trustees to execute and do all such deeds, documents and things as may be requisite for giving effect to any decision relating to any of the real or personal estate belonging to the Association, made in accordance with these Rules by the Council or by any Executive Officer of the Association and every person ceasing to be such a Trustee shall be bound to execute, and do and to concur in executing and doing all such deeds, documents and things (if any) as may be requisite for transferring any such real or personal estate to the Trustee or Trustees for the time being.
- d) A Trustee or Trustees may not sit on Council or the Executive Committee or any of its sub committees. A Trustee or Trustees may be invited to attend Council or Executive for the purpose of discussion about their duties or matters arising from their duties. A Trustee or Trustees may not take part in any vote in those committees.

## **CHIEF EXECUTIVE OFFICER**

### **88. Chief Executive Officer**

- a) The Council shall have power at any time and from time to time to engage, dismiss and fix the terms and duties of the Chief Executive Officer, and such other executive officers as may be necessary to administer the affairs of the Association, and any such appointment shall be made on such terms as the Council may determine. The Council may delegate their powers under this Rule to the Executive Committee.
- b) Such Chief Executive Officer and other Executive Officers do not have to be Members of the Association.

### **89. The Chief Executive Officer shall be entitled ex-officio to attend for the purpose of providing factual information or technical or professional advice at any meeting of the Council, the Executive Committee and every Sub-Committee of the Executive Committee for the time being in existence. He/she shall not be entitled to vote nor to be taken into account in calculating a quorum at any meeting.**

### **90. The Chief Executive Officer shall:**

- a) be responsible to the Executive Committee.
- b) be responsible on behalf of the Executive Committee for the initiation and implementation of the policy and other decisions of the Council, the Executive Committee and the Sub-Committees of the Executive Committee.
- c) have authority to engage, dismiss, and apportion duties of the salaried staff of the Association.
- d) exercise such other functions and responsibilities as may from time to time be assigned to him/her by the Council.

## **GENERAL MEETINGS**

### **91. The Association shall hold an Annual General Meeting in every year at such time and place as may be determined by the Executive Committee and shall specify the meeting as such in the notices calling it.**

The business of the Annual General Meeting shall be:

- a) to receive the Accounts and Balance Sheet for the preceding financial year.
  - b) to deal with alterations to the Rules of the Association.
  - c) to consider motions on general policy matters.
  - d) to elect or dismiss the Executive Officers of the Association other than Committee Chairmen.
  - e) to transact any other business which may properly be transacted at a General Meeting of the Association.
- 92.** All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 93.** The Executive Committee shall convene an Extraordinary General Meeting:
- a) whenever they think fit
  - b) at the written request of any one hundred Members
- 94.** An Extraordinary General Meeting may transact any business which could be transacted at an Annual General Meeting other than the receipt of Accounts and Balance Sheet.
- 95.** The Council shall have power at any time and from time to time:
- a) to determine alter or amend in any way the rules and procedures governing the convening and conduct of General Meetings of the Association.
  - b) to delegate and revoke the delegation of the foregoing powers to the Executive Committee.
- 96.** The powers of the Council or the Executive Committee under Rule 95 above shall be exercised by way of or in accordance with Regulations established altered or amended by a Regulation passed by the Council or the Executive Committee under Rule 110 hereof.
- 97.** Unless and until otherwise determined the Rules and procedures governing the conduct of General Meetings of the Association shall be governed by Regulation 5 of these Rules.

## **FUNDS AND INVESTMENTS**

- 98.** The Council shall cause the Executive Committee to maintain Bank Accounts in the name of the Association. All cheques drawn on such Bank Accounts shall be signed by any two Members of the Executive Committee, or mandated to any such other persons as the Council may from time to time prescribe.
- 99.** Any funds belonging to the Association may be invested in such investments and generally in such manner and for such purposes as the Council shall in its absolute discretion from time to time determine, and the Council shall have the like discretion to

determine, vary, transpose or realize all or any of the investments for the time being belonging to the Association.

- 100.** The travelling and other out-of-pocket expenses incurred in the performance of his/her duties in connection with the affairs of the Association by any Member of the Council, Executive Committee or other subcommittee, may be repaid to him/her out of the funds of the Association in line with the HCSA expenses policy

## **ACCOUNTS AND AUDIT**

- 101.** The Executive Committee shall cause to be kept proper books of account and accounting records with respect to the Association's transactions, its income and expenditure and its assets and liabilities.
- 102.** The Treasurer shall be responsible for the control and supervision of the Association's accounting records and in particular shall ensure that proper records are kept of all receipts and remittances of the Association and of its cash holdings.
- 103.** Auditors shall be appointed and may at any time be removed from office in either case by a resolution passed at any General Meeting of the Association. The Auditor's duties shall be regulated in accordance with any statutory provisions for the time being in force relating thereto. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheets ascertained by the Auditors.
- 104.** At the Annual General Meeting in every year the Treasurer shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to date not more than six months before such Meeting, together with a proper balance sheet made up as at the same date together with such other accounts (if any) as may be required by law. Every such balance sheet shall be accompanied by proper reports of the Auditors and the Executive Committee.
- 105.** Copies of such accounts, balance sheet and reports (all of which shall be prepared and framed in accordance with any statutory requirements for the time being in force and relating thereto) and of any other documents required by law to be annexed or attached thereto or to accompany the same will be presented to the Annual General Meeting.

Notice of the presentation of these accounts shall be given not less than twenty-one days before the date of the Meeting:

- a) to the auditors and to all other persons entitled to receive notices of General Meetings, and
  - b) will be published in an Association journal or on its website which is available to all Members
- 106.** The books of account and accounting records of the Association shall be open at all reasonable times to inspection by every person having an interest in the funds of the Association.

## **ANNUAL REPORT**

- 107.** The Association shall every year publish a report relating to its activities either:

- a) by supplying a copy of it free of charge to all Members, or
- b) by including it in an Association Journal which is available to all Members.
- c) by publishing it on the members only section of the Association website

## **ALTERATION OF RULES**

- 108.** The Association may in any way amend, add to or rescind any of these Rules by a Resolution passed by a majority of not less than two-thirds of the votes cast thereon at a General Meeting duly convened of which notice in writing has been given setting forth the proposed resolution.

## **REGULATIONS**

- 109.** The Council shall have power at any time and from time to time:
- a) to establish, make, alter, amend and rescind Regulations to these Rules and
  - b) to delegate and revoke the delegation of the foregoing power to the Executive Committee.
- 110.** The foregoing power shall be exercised by the Council or the Executive Committee as the case may be by a resolution passed by a majority of the votes cast thereon at a meeting of which fourteen days' notice in writing setting forth the proposed resolution has been given to every member of the Council or the Executive Committee as the case may be.
- 111.** The Regulations shall not be inconsistent with the express provisions of these Rules and in the case of any inconsistency the provisions of these Rules shall prevail.
- 112.** Subject to Rule 111 the Regulations may regulate and govern in any manner whatsoever any part or aspect whatsoever of the affairs of the Association or any matter relating to or concerning the Association in any way (including the rights and obligations of the Members of the Association) to the intent that every Regulation made hereunder and which is not inconsistent with the express provisions of these Rules shall until the same be altered or rescinded have the same force and effect as though it were a part of these Rules.
- 113.** Without prejudice to the generality of Rules 111 and 112 above where any power authority or discretion is vested in the Council by these Rules the same may be exercised regulated restricted or controlled by the Regulations.

## **COPIES OF RULES**

- 114.** Copies of Rules of the Association shall be made available to all Members via the Association's website. A Member may be supplied with a copy of these Rules on payment by him/her to the Association of a sum required by Council.

## **BREACH OF RULES BY ELECTED EXECUTIVE OFFICERS**

- 115.** Any Member may at any time complain in writing to the Executive Committee that action contrary to these Rules has been taken by the Association or by any elected Executive Officer of the Association.
- 116.** The Executive Committee shall not be required to consider any such complaint unless the action complained of and the Rule or Rules alleged to have been contravened are specified.
- 117.** The Executive Committee shall investigate any such complaint and shall within two months of the date of receipt by the Executive Committee of such complaint notify the complaining Member in writing of their findings.
- 118.** In the event that the Executive Committee finds the complaint justified, they shall refer the matter, together with such recommendations as they think fit, to the Council who shall direct such remedial disciplinary or other actions as they think fit.
- 119.** In the event that the Executive Committee finds the complaint unjustified, they shall so notify the complaining Member, who may by notice in writing to the Executive Committee within seven days of the receipt of such written notification require that the matter be included on the Agenda of the next Council meeting. If the Council find the complaint justified, they shall direct such remedial disciplinary or other action as they think fit.

## **INSTRUCTIONS FOR INDUSTRIAL ACTION**

- 120.** The Council may at any time give instructions to Members for industrial action by a resolution passed by a majority of the votes (or as subsequently modified by any statute in England or the devolved nations where HCSA has members) of the Members of the Association in Secret Postal Ballot. Voting papers which shall contain a question or questions to be answered by "yes" or "no" shall be sent to all Members, who may be called upon to take action, not more than four weeks before that proposed action is due to commence. Any such action must comply with the law on industrial action as defined in Sections 219 - 246 of the Trades Union and Labour Relations (Consolidation) Act 1992 or its successors.
- 121.** The passing of such a resolution shall confer authority on the Executive Committee and each individual member thereof to give such instructions to Members as they may think fit in order to implement the resolution of the Members.
- 122.** The Council may at any time revoke a resolution passed under Rule 120 and the provisions of Rule 120 shall govern the passing of any such revoking resolutions.

## **NOTICES**

- 123.** Every notice required by these Rules to be served on any Member may be served on him/her either personally or by sending it through the post in a pre-paid letter addressed to such Member at his/her registered address as appearing in the Register of Members or at the address supplied by him/her to the Association for the giving of notices to him/her.
- 124.** Any such notice, if served by post, shall be deemed to have been served twenty-four hours after the letter containing the same is posted and in proving such service it shall be

sufficient to prove that the letter containing the notice was properly addressed and stamped and put into any post office or post box subject to the control of the Royal Mail.

## **THE SEAL**

- 125.** The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee, and in the presence of at least two Members of the Executive Committee and the said Members shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

## **INDEMNITY**

- 126.** Except in cases where the provisions of this Rule may be void, the Executive Officers for the time being of the Association, Members of the Council and Members of the Executive Committee, and their executors and administrators, shall be indemnified and secured harmless out of the assets of the Association from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty in their respective offices, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them.

## **DISSOLUTION**

- 127.** The Association may by a resolution passed by a majority of not less than three quarters of the votes cast thereon at a General Meeting duly convened of which notice in writing has been given setting forth the proposed resolution resolve that the Association be dissolved. In the event of such a resolution being passed, the Association shall be dissolved at the expiration of six months after the passing of the same.
- 128.** In the event of a dissolution of the Association, any surplus assets belonging to the Association and remaining after the payment and discharge of all the lawful debts and liabilities of the Association and of the costs and expenses of such dissolution shall be distributed equally amongst the Members.

## **REVIEW OF CONSTITUTION**

- 129.** The full Constitution is to be reviewed every 10 years and presented to an Annual General Meeting for adoption

Dated: August 2020

## REGULATION 1

### CONSTITUENCY ORGANIZATION

1. The following provisions shall subject as otherwise provided in the Rules and Regulations of the Association govern the Constituency Organization of the Association.
2. The Constituencies of the Association for the time being are as follows:
  - a) North East
  - b) North West
  - c) Yorkshire and the Humber
  - d) East Midlands
  - e) West Midlands
  - f) East of England
  - g) London
  - h) Northern Ireland
  - i) Scotland
  - j) South East Coast
  - k) South Central
  - l) South West
  - m) Wales
3. For the purposes of this Regulation the South West Constituency will include the Channel Islands and the North West Constituency will include the Isle of Man.
4. The number and grades of Constituency Representatives will be as in Regulation 2 (1.).

## REGULATION 2

### THE COUNCIL

1. The following provisions shall subject as otherwise provided in the Rules and Regulations of the Association govern the qualifications and procedure for elections to the Council and the proceedings of the Council:
  - a) The Chief Executive Officer or such other person or persons as may from time to time be designated by the Executive Committee shall at the direction of and subject to the supervision of the Executive Committee organize the election of Members of the Council. In these Regulations "the Chief Executive Officer" shall be deemed to include and refer to any such other person or persons.
  - b) The election shall be held by separate postal ballot of all Members in each Constituency.
  - c) Any complaint or dispute concerning the election of the Council may be referred to the Executive Committee by any Member of the Association and shall be considered by the Executive Committee at a meeting called specially for that purpose. The decision of the Executive Committee in relation to any such complaint or dispute shall be final and conclusive.
  - d) No Member shall be entitled to nominate a candidate for election to the Council for any Constituency other than his/her own.
  - e) No Member shall be entitled to be a candidate for election to the Council for any Constituency other than his/her own.
  - f) No Member shall be entitled to vote for any candidate for election to the Council for any Constituency other than his/her own.
  - g) Subject to the following provisions of these Regulations every Ordinary Member shall be entitled to vote in Council elections. Any Member purporting to register more than one vote for any candidate shall be recorded as having cast one vote only for such candidate.
  - h) Up to four full members of Council may be elected in each constituency from Categories 1 and 2 (defined in Rule 2) by members falling within those grades, via a constituency ballot.
  - i) Up to two full members of Council may be elected in each constituency from Categories 3, 4 and 5 (defined in Rule 2) by members falling within those grades, via a constituency ballot
2. The procedure for the postal ballot shall be as follows:
  - a) The Chief Executive Officer shall invite all Members in each Constituency to submit nominations for election to the Council by circulating to such Members a Nomination Paper in such form as may from time to time be approved by the Independent Scrutineer.

- b) Nominations shall close no later than 28 days after the date of dispatch of Nomination Papers and no nomination received thereafter shall be valid or acceptable except with the express written approval of the Independent Scrutineer.
  - c) The date of close of nominations shall be clearly stated on all Nomination Papers.
  - d) No nomination, shall be valid unless made on the approved Nomination Paper, or via the approved on line submission form, signed by the nominating Member and seconded by the signature of a Member other than the nominating Member, and delivered to the Independent Scrutineer subject as aforesaid prior to the date set for close of nominations.
  - e) If only the required number of nominations is received for any Constituency the Independent Scrutineer shall declare such Member(s) elected without putting such nomination to the ballot.
  - f) If more nominations are received than the number of vacancies in any Constituency the Independent Scrutineer shall send each eligible Member in such Constituency a Ballot paper in such form as may from time to time be approved by the Independent Scrutineer.
  - g) Each candidate for whom a valid nomination has been received shall be entitled to prepare an election address which shall be sent to each Member in such Constituency by the Independent Scrutineer. A photograph may be included with such address which shall not contain more than 150 words.
  - h) The Ballot Paper shall indicate the date set for close of voting.
  - i) Ballot Papers shall be returned to the Independent Scrutineer and voting shall close no later than 28 days after the date of dispatch of Ballot Papers.
  - j) The Independent Scrutineer shall declare invalid any Ballot Paper which is not completed in accordance with these Regulations.
  - k) The Independent Scrutineer shall subject to the foregoing provisions of these Regulations declare elected the candidate who received the highest number of votes. In the event of a tied vote he/she shall consult the tying candidates and if any are prepared to withdraw and allow a clear victor to emerge he/she shall declare such candidate elected, failing which the he/she shall organize a second postal ballot of the tying candidates declaring elected the candidate who receives the highest vote. In the event of a second tied vote the Executive Committee shall have a casting vote or votes and shall declare the election accordingly.
  - l) The accidental omission to send Nomination Papers or Ballot Papers to or the non-receipt of such Papers by any person entitled to receive them shall not invalidate the result of any election to the Council.
- 3.** Any vacancy in the Council in respect of any Constituency whether caused by a lack of candidates in such Constituency at any election of the Council, or being merely a casual vacancy shall be filled, where possible, by the Executive Committee, by co-opting to Membership of the Council a Member from the Constituency in which such vacancy has arisen. Any Member so co-opted shall retire at the date of the next subsequent Council election any may submit themselves for re-election.

4. The President shall be the Chairman of all meetings of the Council, failing which some other Executive Officer of the Association, failing which the meeting shall elect a Chairman from the Members of the Council present.
5. The quorum necessary for the transaction of business of the Council shall be 20% of the elected Members of the Council.
6. The Council shall have power to regulate the convening of and the procedure at its meetings provided that:
  - a) Meetings shall be convened by notice from the President or the Chief Executive Officer or such other persons as may from time to time be designated by the Executive Committee.
  - b) There shall be not less than two meetings of the Council in any one year.
  - c) The President or the Chief Executive Officer or such other person as aforesaid shall at any time call a meeting of the Council at the written request of the Executive Committee or any 10 Members of the Council.
  - d) Seven days' notice of all meetings of the Council shall be given to all Members of the Council together with the agenda and all relevant papers for discussion.
  - e) If within half an hour from the time appointed for the holding of any Council meeting no quorum is present the meeting if convened on the requisition of Members shall be dissolved. In any other case the meeting shall stand adjourned to the same day time and place in the next week or to such other day time and place as the Executive Committee may determine and at such adjourned meeting the Members present shall constitute a quorum.
  - f) The accidental omission to give notice of a meeting or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution or other proceedings at any meetings of the Council.
  - g) All resolutions or decisions proposed at meetings of the Council shall be decided by a majority of votes on a show of hands, each ordinary member present having one vote. In the event of an equality of votes the Chairman of the meeting shall have a second or casting vote.
  - h) Proxies may not be appointed for meetings of the Council.
  - i) A deputy with entitlement to vote may be appointed to attend a Council meeting in place of the Member for a Constituency.
  - j) Proper Minutes shall be made of all the proceedings and business transacted at all meetings of the Council and such Minutes if signed by the Chairman of the meeting or of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

## REGULATION 3

### EXECUTIVE OFFICERS

1. The following provisions shall subject as otherwise provided in the Rules and Regulations of the Association govern the method of election, terms and tenure of office, and powers and duties of the Executive Officers-
  - a) The President shall serve for a period of three years until the Annual General Meeting third next after his/her election as, or assumption of office as, President, after which he/she will not be eligible for re-election as President but will be eligible for election to the Council or any National Office other than President.
  - b) The election of President Elect will take place by ballot at the Association's Annual General Meeting one year before the expiry of the Presidential three year term of office.
  - c) The President need not necessarily continue to represent throughout his/her tenure of office the Constituency for which he/she was elected or in which he/she subsequently practices, but may rather concentrate his/her efforts nationally on his/her presidential duties.
  - d) The Chairman of the Executive shall serve for a period of three years until the Annual General Meeting third next after his/her election as, or assumption of office as, Chairman of the Executive. After which he/she shall demit office but shall remain as a member of Council and be eligible for election to any National Office.
  - e) The Chairman of the Executive shall remain throughout his/her tenure of office a member of the Council representing the Constituency for which he/she was elected or in which he/she subsequently practices. The Chairman of the Executive shall be declared automatically re-elected as such member of the Council in any Council elections which precede the termination of his/her tenure of office.
  - f) The Immediate Past President shall serve for the period of the Presidency next following his/her retirement as President. After which he/she shall demit office but shall remain as a member of Council and be eligible for election to any National Office.
  - g) The Immediate past President will, where possible, assume the role of President until the next Annual General Meeting, if the standing President becomes unable to fulfil the role
  - h) The Immediate Past President need not necessarily continue to represent throughout his/her tenure of office the Constituency for which he/she was elected or in which he/she subsequently practices, but may rather concentrate his/her efforts nationally in support of his/her successor in office.
2. The Executive Committee shall:
  - a) serve for a period of three years until the Annual General Meeting third next after their election or assumption of office. After which he/she shall remain as a member of Council and be eligible for re-election to Executive or election to any other National Office.
  - b) remain throughout their tenure of office a member of the Council representing the Constituency for which they were elected or in which they subsequently practise and shall be declared automatically re-elected as such member of the Council in any Council

elections which precede the termination of their tenure of office as such Executive Officer.

## REGULATION 4

### EXECUTIVE COMMITTEE AND SUB-COMMITTEES

1. The following provisions shall subject as otherwise provided in the Rules and Regulations of the Association govern the powers, terms of reference, duties, business and procedure of the Executive Committee and its Sub-Committees for the time being:
2. The Executive Committee and its Sub-Committees shall have power to regulate the convening of and the procedure at their meetings provided that there shall be not less than one meeting of:
  - a) the Executive Committee in every two months and
  - b) of any Sub-Committee in every six months.
  - c) The Chairman (in the case of the Executive Committee) or the Chairman (in the case of a Sub-Committee) and in either case the Chief Executive Officer shall at any time call a meeting of the Executive Committee or as the case may be a Sub-Committee thereof at the written request of any three Members of the Executive Committee or as the case may be Sub-Committee thereof.
  - d) Seven days' notice of all meetings of the Executive Committee and its Sub-Committees must be given to all Members of such Committees respectively together with the agenda and relevant papers for discussion.
3. The quorum necessary for the transaction of business of the Executive Committee shall 50% of the Ordinary Members of the Committee.
4. The quorum necessary for the transaction of business of all other Sub-Committees shall be three Ordinary members.
5. Unless and until otherwise determined by the Executive Committee there shall be the following Sub-Committees of the Executive Committee:
  - a) The Finance Sub-Committee.
6. The Immediate Past President shall be the Deputy Chairman of the Executive Committee and shall serve as Chairman in the Chairman's absence failing which a Chairman shall be elected from the Members present.
7. The Treasurer shall be the Chairman of all meetings of the Finance Sub-Committee. In all other cases the respective Chairmen of the Sub-Committees shall be the Chairmen of their meetings, failing which the meeting shall elect a Chairman from the Sub-Committee Members present.
8. The President, President Elect (where appointed), Chairman of the Executive and the Secretary or, as the case may be, Joint Secretaries shall be ex-officio Members of all Sub-Committees.
9. The Membership of the Finance Sub-Committee shall be:
  - a) Two Executive Officers

- b) five members of the Executive (Treasurer, Chairman of Executive, President, President-Elect and Immediate Past President)
  - c) Two Fellows. The Fellows would be nominated (or self nominated) by the HCSA Fellows and if more than two nominations, two shall be elected by simple postal ballot. Fellows shall be entitled to attend, speak at, take part in but not vote at meetings (Rule 76)
  - d) The Executive Committee would also be able to co-opt two additional voting Ordinary Members onto the Sub-Committee.
  - e) In attendance shall be the Chief Executive Officer and other Executive Officers as may be required.
10. Members of Sub-Committees, other than the Finance Sub-Committee, shall subject as otherwise determined by the Executive Committee serve for a period of three years but shall be eligible for re-appointment.
  11. The Executive Committee shall use its best endeavours to ensure, where possible, that Membership of Sub-Committees reflect a balanced representation of the various Constituencies and specialties of Members of the Association.
  12. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution or other proceedings at any meeting of the Executive Committee or any Sub-Committee thereof.
  13. If within half an hour from the time appointed for the holding of any meeting of the Executive Committee or any Sub-Committee thereof no quorum is present the meeting shall stand adjourned to the same day time and place in the next week or to such other day time and place as the Executive Committee or Sub-Committee may determine and at such adjourned meeting the Members present shall constitute a quorum.
  14. All resolutions or decisions proposed at meetings of the Executive Committee and any Sub-Committee thereof shall be decided by a majority of votes of a show of hands each member present having one vote. In the event of an equality of votes the Chairman of the meeting shall have a second or casting vote.
  15. Proxies may not be appointed for meetings of the Executive Committee or any Sub-Committee thereof.
  16. Proper Minutes shall be made of all the proceedings and business transacted at all meetings of the Executive Committee and any Sub-Committee thereof and such minutes if signed by the Chairman of the meeting or of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.
  17. All acts bona fide done by any meeting of or by any person acting as a member of the Executive Committee or Sub-Committee thereof shall notwithstanding that it afterwards be discovered that there was some defect in the appointment or continuance in office of any such person be as valid as if every such person had been duly appointed or had duly continued in office.

**REGULATION 5****GENERAL MEETINGS**

1. The following provisions shall subject as otherwise provided in the Rules and Regulations of the Association govern the rules and procedures at General Meetings of the Association: -
  - a) One of the Joint Secretaries or the Chief Executive Officer shall give every Member 21 days' notice in writing of the date and place of and the general nature of the business to be transacted at every Annual General Meeting and Extraordinary General Meeting.
  - b) The accidental omission to give notice of a General Meeting or the non-receipt of such notice by any person entitled to receive notice thereof, shall not invalidate any resolution or other proceedings at any meeting.
  - c) The quorum necessary for the transaction of business of a General Meeting shall be 10 Ordinary members. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the Meeting if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Executive Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.
  - d) The President shall be the Chairman of all General Meetings failing which the Immediate Past President or the Chairman of the Executive failing which the Members present shall elect a member of the Executive Committee as Chairman, failing which they shall elect a Chairman from the Members present.
2. All resolutions or decisions proposed at all General Meetings shall be decided by a simple majority of votes on a show of hands unless a poll is, before or upon declaration of the result, demanded by the Chairman or at least 10 Ordinary Members present in person, and unless a poll be so demanded a declaration by the Chairman of the Meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the Minutes of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the vote recorded in favour or against that resolution.
  - a) The demand for a poll may be withdrawn.
  - b) No poll shall be demanded on the election of a Chairman of a meeting.
  - c) Votes may be given on a poll either personally or by proxy.
  - d) The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.
  - e) If a poll is demanded it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
  - f) Each person paying subscriptions as an ordinary Member who is present at the Meeting and entitled to shall have one vote.

- g) In the case of an equality of votes the Chairman of the Meeting shall be entitled to a second or casting vote.
3. The Chairman of the Meeting may, with the consent of any Meeting at which a quorum is present, (and shall if so directed by the Meeting) adjourn the Meeting from time to time, and from place to place, but no business shall be transacted at an adjourned Meeting other than business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting. Save as aforesaid the Members shall not be entitled to any notice on an adjournment or of the business to be transacted at an adjourned Meeting.
  4. An Ordinary Member may appoint a proxy to attend a meeting on his/her behalf. A proxy must be an ordinary Member of the Association and vote on a show of hands. Any vote or votes so given as a proxy shall be in addition to the personal vote of the Members acting as proxy.
  5. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing.
  6. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or official copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposed to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of a poll, and in default the instrument or proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
  7. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.
  8. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

**"THE HOSPITAL CONSULTANTS AND SPECIALISTS ASSOCIATION**

I .....  
of .....  
.....

an Ordinary Member of the Hospital Consultants and Specialists Association hereby appoint

Proxy .....  
of .....  
.....

and failing him/her

Proxy .....  
of .....  
.....

to vote for me and on my behalf at the (Annual or Extraordinary or adjourned, as the case may be) General Meeting of the Association to be held

on the ..... day of ..... 20.....

and at every adjournment thereof.

As witness to my hand this the ..... day of ..... 20.....

.....  
(Member signature)

- 9. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 10. Proper Minutes shall be made of all the proceedings of and business transacted at all General Meetings and such Minutes, if signed by the Chairman of the Meeting or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated.

## REGULATION 6

### GENERAL SECRETARY

#### 1. Election of the HCSA General Secretary

The role of General Secretary is a senior role in the HCSA. It covers the trades union functions and representations of the HCSA. It is primarily observational and reporting back to the Executive Committee. The holder would sit as a non voting member of the Executive Committee and will have no managerial role in the running of the association. There is a job description which will be available for potential candidates.

Nominees for the post of HCSA General Secretary (HCSAGS) must be either members (ordinary or retired) of the HCSA or a current HCSA employee.

The HCSAGS may remain in office until:

- a date five years from the date of election
- the expiry of three months' notice of resignation given in writing to the President
- no longer in HCSA employment / membership (ordinary or retired) of the HCSA in accordance with the rules of the association.
- death
- retirement.
- A maximum of two five year terms have been served.

#### 2. Nominations

The Nominations for the election of the association's General Secretary will be called for by way of an official notification to members and employees. The timetable for the election of the General Secretary shall be agreed by the HCSA Executive Committee and published to members not later than 4 weeks before close of nominations.

All candidates must give an undertaking that they agree to be based at the Union's Head Office currently in Overton Hampshire.

Ordinary/Retired Members of the association may stand for election if they are:

- an ordinary/retired member at the time of nomination
- have been in membership for a minimum of five full continuous years prior to the nomination
- in benefit
- all subscriptions or other debts to the Association are fully paid up
- nominated by at least 30 full members/employees of the HCSA of which no more than 10 must be in a single HCSA geographical constituency

Employees of the association may stand for election if they are:

- A member of a TUC recognised union
- Not in dispute with the Association
- Employed by the HCSA for a minimum of five full continuous years prior to the nomination
- nominated by at least 30 full members/employees of the HCSA of which no more than 10 must be in a single HCSA geographical constituency.

In addition, the HCSA Executive Committee shall have the right to nominate a candidate for election as General Secretary.

Nominations shall be on an authorised form provided by the association and approved by the Executive Committee. All nominated candidates must also complete an authorised declaration form provided by the association and approved by the Executive Committee. A candidate who has been nominated by the Executive Committee may also be nominated by individual members of the association.

### **3. Balloting arrangements**

In the event of more than one valid nomination being received in respect of the election for the position of HCSAGS an election will be conducted by individual postal ballot of the ordinary membership on a first past the post basis.

An independent scrutineer will be appointed to carry out all the balloting arrangements, and all matters concerning the production and distribution of election material and the receipt and counting of ballot papers must be referred to them directly at an address which will be provided.

A list of the candidates nominated in accordance with this regulation shall be prepared and a formal ballot will be carried out by the independent scrutineer in accordance with the recognised practice by the independent scrutineer.

Each candidate shall be given the opportunity of submitting an election address in support of their own candidature, not exceeding 500 words, which shall be circulated with the ballot paper.

Any voting papers arriving after the close of poll shall be disqualified.

### **4. Eligibility to vote in the HCSAGS Election**

To be eligible to vote in a ballot for General Secretary a member must:

- be an ordinary member of the association in good standing
- have all subscriptions and any other debts to the Association fully paid up

### **5. Announcement of the HCSA General Secretary result**

When available, the result of the election shall be announced to the full membership as soon as practicable. Announcements and publications to members and employees under this Regulation 6 shall be made in the manner usually adopted by HCSA for announcing or publicising newsworthy matters.