

BRITISH MATERNAL AND FETAL MEDICINE SOCIETY

CONSTITUTION

Adopted on 20 March 1997, as amended on 16 September 2011, 14 December 2020 and 26th April 2024 Charity Number 1145101

1. The Name

The Society shall be known as the British Maternal and Fetal Medicine Society.

Hereafter in the document it will be referred to as “**The Society**”.

2. The purposes of the charity are:

2.1 To advance education in the subject of maternal and fetal medicine and to preserve and protect good health by encouraging improved standards of pregnancy care.

2.2 The aims of the Society are:

2.2.1 The Society aims to provide a forum where issues of relevance to Obstetricians and other professionals involved in maternity care are discussed.

2.2.2 In particular, the Society seeks to:

2.2.2.3 Disseminate knowledge

2.2.2.4 Promote research and audit

2.2.2.5 Establish good quality training programmes

2.2.2.6 Encourage development of clinical guidelines.

2.3 The ultimate goal of the Society is to encourage improved standards of maternity care.

2.4 The Society will provide a Maternal and Fetal Medicine input to the Royal College of Obstetricians and Gynaecologists (RCOG) including advice on training in obstetrics and special interest / subspecialty training in Maternal and Fetal Medicine.

2.5 The Society will also make representation to other Colleges and national bodies when appropriate, including providing relevant stakeholder feedback on relevant national documents and guidance.

2.6 The Society will develop links to other relevant professional societies with the aim of disseminating knowledge and improving standards of care for pregnant women.

3. Officers of the Society

3.1 The charity shall be managed by a committee of trustees who are elected by the voting membership. The Society Officers are the charity trustees (the "Trustees").

3.2 The Officers of the Society are the:

3.2.1 President

3.2.2 Secretary

3.2.3 Treasurer

3.3 Nomination and election of Officers:

3.3.1 Officers will be nominated for office by two members of the Society.

3.3.2 Officers will be elected by the membership.

3.3.3 Terms of office will be three years.

3.4 Re-election of Officers:

3.4.1 The President may not be re-elected, but other Officers may be re-elected once for a second three-year term.

3.4.2 The President's term may be extended by one year in exceptional circumstances such as if no applications for the post are received.

3.4.3 Officers will be eligible to apply for other Officer roles, however, there should be no overlap of these roles during their tenure.

3.5 Election of the President:

3.5.1 The President will be elected by the membership six months prior to the retirement of the current office holder and shall serve as President Elect until the retirement of the current office holder.

3.5.2 The retiring President may serve as an ex-officio member for one year after retirement in an advisory capacity to the President.

3.6 Acting Officers:

In the unlikely event that an Officer is unable to complete the full term of three years, an Acting President, Acting Honorary Secretary or Acting Honorary Treasurer shall be appointed from amongst members of the Executive Committee until the due process of nomination and election is completed.

4. Carrying out the purposes

In order to carry out the charitable purposes, the trustees have the power to:

- 4.1 raise funds, receive grants and donations
- 4.2 apply funds to carry out the work of the charity
- 4.3 co-operate with and support other charities with similar purposes
- 4.4 do anything which is lawful and necessary to achieve the purposes

5. Responsibilities of the Officers

5.1 The responsibilities of the President are:

- 5.1.1 To be the principal spokesperson for the Society
- 5.1.2 To be the named stakeholder when the Society registers involvement in discussions with other Societies or national bodies
- 5.1.3 To chair Officer and Committee meetings
- 5.1.4 To chair the Annual General Meeting
- 5.1.5 To be responsible for the accuracy of the minutes of meetings.

5.2 The responsibilities of the Secretary are:

- 5.2.1 To be responsible for coordinating the activities of the Officers
- 5.2.2 Be responsible for the production of the minutes of the Trustees and Annual General Meetings
- 5.2.3 Collaborate closely with the appointed Conference Organiser
- 5.2.4 Act as deputy to the President in terms of representing the Society at relevant meetings.

5.3 The responsibilities of the Treasurer are:

- 5.3.1 To be responsible for the Society's finances and producing an annual report of accounts at the Annual General Meetings.
- 5.3.2 Advise the Trustees about financial issues e.g. when subscription rates need to be raised
- 5.3.3 Advise about the registration fee or any surcharge necessary for Annual Meetings of the Society, to ensure that these Meetings do not run at a financial loss and generate some income for the Society

6. The Executive Committee

- 6.1 There shall be an Executive Committee (hereafter known as "The Committee") which will act as an advisory body to the Trustees with delegated authority to manage and direct day to day operational matters in accordance with its Terms of Reference.

6.2 Membership of the Committee:

6.2.1 The Committee will comprise of 19 members, drawn wherever possible from England, Wales, Scotland, Northern Ireland and the Republic of Ireland and comprise the Officers of the Society, representative elected from the membership, and, as applicable the President Elect.

6.2.2 The members of the Committee will be:

- 6.2.2.1 President
- 6.2.2.2 Honorary Secretary
- 6.2.2.3 Treasurer
- 6.2.2.4 Scientific and research representative
- 6.2.2.5 Two trainee representatives
- 6.2.2.6 Two District General Hospital representatives
- 6.2.2.7 Two Maternal Medicine representatives
- 6.2.2.8 Two Labour & Delivery representatives
- 6.2.2.9 Two Pregnancy Outcome representatives
- 6.2.2.10 Two Fetal Medicine representatives
- 6.2.2.11 Education and Training representative

6.2.2.12 Two Midwifery/nursing representatives

6.2.3 In addition, there may be up to six ex-officio members:

- 6.2.3.1 Representative of the Royal College of Midwives (RCM) elected by the RCM for a period of three years and may be re-elected once for a second three year term.
- 6.2.3.2 Representative of the British Association of Perinatal Medicine (BAPM) elected by BAPM for a period of three years and may be re-elected once for a second three year term.
- 6.2.3.3 Representative of the British Intrapartum Care Society (BICS) elected by BICS for a period of three years and may be re-elected once for a second three year term.
- 6.2.3.4 Representative from MacDonal Obstetric Medicine Society (MOMS) elected by MOMS for a period of three years and may be re-elected once for a second three year term.
- 6.2.3.5 A parent/carer representative appointed at the discretion of the Committee for a term of three years.
- 6.2.3.6 The retiring President who can serve for a period of one year after retirement in an advisory capacity to the President.

6.3 Invited representatives to Committee meetings

Other representatives will be invited to Committee meetings at the discretion of the Officers. They will include:

- 6.3.1 Representative of the Conference Organiser
- 6.3.2 The Manager will attend committee meetings.
- 6.3.3 The Society Coordinator will attend committee meetings.

6.4 Committee meetings

- 6.4.1 The Committee will meet at least twice during the year, as necessary to fulfil its functions.
- 6.4.2 Committee meetings will be chaired by the President (or their appointed delegate, from another of the Officers).

- 6.4.3 The Committee meeting may be held via remote platforms or in person. For the purposes of this constitution “remote” refers to means of a conference telephone or any communication equipment which allows all persons participating in the meeting to communicate effectively to each other throughout the meeting. A person participating remotely shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in quorum accordingly.
- 6.4.4 Committee decisions will be made by a voting majority. Each committee member will have one vote. Ex-officio members and invited representatives will not have a vote.
- 6.4.5 The quoracy for Committee meetings is 12 out of 19 members, with at least 2 officers.
- 6.4.6 Minutes of Committee meetings must be kept.

6.5 Functions of the Committee

The functions of the Committee, in addition to its role as advisors to the Officers in fulfilling the purpose of the Society, are as follows:

- 6.5.1 Development of Maternal and Fetal Medicine special interest and subspecialty training
- 6.5.2 Identification / provision of BMFMS representatives for RCOG and other relevant national committees
- 6.5.3 Providing expert consultation and opinion on relevant documents to the Society’s purpose e.g. guidelines, policy documents
- 6.5.4 Organisation of the Annual Meeting of the Society
- 6.5.5 Organisation of joint meetings with other Societies /Groups.

6.5 Appointment of Committee Members

- 6.5.1 Notification of vacancies or new appointments to the Committee will be circulated to Society members (by email or web posting).
- 6.5.2 Notification of vacancies will include a role description and person specification
- 6.5.3 Candidates, with their agreement, must be nominated by 2 Society members (by email return of signed nomination paper)

6.5.4 A voting paper with details of candidates will be circulated (by email or web posting).

6.5.5 Votes will take place via an electronic vote.

6.5.6 Members can only vote once for each vacancy advertised.

6.457 The Committee members will be elected by the membership of the Society for a term of three years.

6.6 Re-election

6.6.1 Committee members may be re-elected once for a second three-year term.

6.6.2 If a Committee member wishes to be re-elected after the first term, the post does not need to be advertised providing the re-election is supported by two other Committee members.

6.6.3 Elections for the position of Honorary Secretary and Treasurer must be advertised.

6.6.4 The post must be advertised for election after the Committee member has been in the post for six years. A willing person can serve a third term if no other candidates come forward for election.

6.6.5 The Committee reserves the right to allow flexibility in the timing of appointments, to ensure continuity within the Committees. It is anticipated that no more than four committee members will change in one year.

6.7 Working Groups and sub-committees

6.7.1 The Trustees may draw up small Working Groups or sub-committees, usually chaired by a Trustee, where an issue is identified needing consultation and discussion.

6.7.2 Members of these Groups will be co-opted from the Society's wider membership. These Groups will report to the Trustees and their continued existence will be reviewed on an annual basis.

6.8 Manager

The Society will employ the services of a Manager.

6.8.1 The Manager will be responsible to the Officers of the Society

6.8.2 The key responsibilities will be:

6.8.2.1 To working closely with the Officers to achieve agreed development income targets

6.8.2.2 To create and implement a Strategic Plan , incorporating strategic aims and key performance indicators

6.8.2.3 To work closely with key staff and officers to advance the role of the Society and its work

6.8.2.4 With the Officers finalise cases for support and agreed programme of needs, subjecting these to periodic review by the Officers and Committee

6.9 Society Coordinator

The Society will employ the services of a Coordinator appointed by the RCOG whose functions will be to:

6.9.1 Keeping a full and up-to-date membership list

6.9.2 Collecting the annual subscriptions

6.9.3 Deal with the day to day financial matters pertaining to the Society

6.9.4 Keeping a permanent record of the Minutes of all Society Meetings

6.9.5 Keeping on file copies of all correspondence relevant to the Society, including Committee minutes.

6.9.6 Communicating with the Society's members via mail, website posting or email when there are items of news to be disseminated from the Trustees or Committees, or where the members' views need to be canvassed about a subject.

6.9.7 Maintaining an up-to-date Society website, in liaison with any persons or company employed for that purpose.

6.9.8 The Society Coordinator will usually be present at Trustee and Committee meetings.

6.10 Conference Organisers

6.10.1 The Officers will appoint Conference Organisers to deal with the practical arrangements of their Annual Meeting (selecting conference venues, negotiating rates of hire, identifying suitable accommodation, publicity, registration, trade exhibitions etc).

6.10.2 The Officers will review contracts periodically.

6.10.3 The Conference Organisers will participate in parts of Officer meetings relevant to Conference Organisation and take minutes accordingly.

7. Membership

- 7.1 The Society shall have a membership.
- 7.2 Membership is open to any professional involved in maternity care.
- 7.3 There will be no limit to the size of membership.
- 7.4 To become a member, a completed application form must be submitted to the Society's Coordinator, along with the appropriate annual subscription fee.
- 7.5 Subscription rates are set by the Society and revised periodically. Concessionary membership rates will be available for midwives and non-clinicians.
- 7.6 Continued membership involves the payment of the annual subscription fee.
- 7.7 Membership will be terminated if there is failure to pay the annual subscription.
- 7.8 Members must be in good standing with their professional organisation, e.g. General Medical Council for doctors and the Nursing and Midwifery Council for midwives
- 7.9 The Officers will keep an up-to-date membership list supported by the Society Co-ordinator.
- 7.10 The Officers reserve the right to seek further information and to defer, decline or rescind membership applications.

8. Annual General Meeting - AGM

- 8.1 The AGM must be held every year, with 28 days notice given to all members telling them what is on the agenda.
- 8.2 The AGM may be held via remote platforms or in person. A person participating remotely shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in quorum accordingly.
- 8.3 Minutes must be kept of the AGM for 10 years.
- 8.4 Every member has one vote.
- 8.5 The trustees shall present the annual report and accounts.

8.6 Any changes to subscription fees must be approved by the AGM

9. Officer meetings

9.1 Officers must hold at least 3 meetings each year. These will usually be as part of the AGM and Committee meetings.

9.2 Officers may act by majority decision.

9.3 The three Officers must be present at the meeting (or consulted so that they may vote) to be able to take decisions unless there is a conflict of interest.

9.4 Minutes shall be kept for every meeting.

9.5 The Officers meeting may be held via remote platforms or in person. A person participating remotely shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in quorum accordingly.

9.6 If officers have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.

9.7 The officers may make reasonable additional rules to help run the charity. These rules must not conflict with this constitution or the law.

10. Money and property

10.1 Money and property must only be used for the Society's purposes.

10.2 Trustees (Officers) must keep accounts. The most recent annual accounts can be seen by anybody on request.

10.3 Trustees (Officers) cannot receive any money from the charity, except to refund reasonable out of pocket expenses.

10.4 Money must be held in the charity's bank account(s). Payments may be made by the Society Coordinator with approval of the Trustees. Cheques will be signed by a Trustee.

10.5 The financial affairs of the Society shall be managed by the Manager and overseen by the Treasurer.

10.6 Annual subscriptions will be collected from all members.

10.7 The annual member subscriptions, income from educational events and annual meeting shall form the primary source of income for the Society.

- 10.8 Additional sources of income may include legacy, donations, gift aid, corporate memberships, specific funding related to specific work programmes from external sources etc.
- 10.9 The Treasurer has the authority to disburse funds for the benefit of the Society as appropriate, and shall submit a statement of accounts to each AGM.
- 10.10 Winding up - any money or property remaining after payment of debts must be given to a charity with similar purposes to this one

11. General Meetings

- 11.1 If the Officers consider it is necessary to change the constitution, or wind up the charity, they must call a General Meeting or AGM so that the membership can make the decision.
- 11.2 Officers must also call a General Meeting if they receive a written request from the majority of members. All members must be given 28 days' notice and told the reason for the meeting.
- 11.3 All decisions require a straight majority.
- 11.4 Minutes must be kept.
- 11.5 Changes to the Constitution - can be made at AGMs or General Meetings. No change can be made that would make the organisation no longer a charity. Changes must be submitted in writing to the Secretary and have a seconder who must also be a member of the Society. Changes to the constitution must be proposed at least 2 months in advance of the AGM or General Meeting.
- 11.6 General Meeting - called on written request from a majority of members.
- 11.7 Officers may also call a General Meeting to consult the membership
- 11.8 The General meeting may be held via remote platforms or in person. A person participating remotely shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in quorum accordingly.

12. Date of constitution

This constitution was adopted on 26th April 2024 by a majority vote at the AGM.