

# Constitution

Scottish Society for Rheumatology

1<sup>st</sup> June 2001

Version 1: 1<sup>st</sup> June 2001  
Version 2: 1<sup>st</sup> June 2009  
Version 3: 1<sup>st</sup> January 2010  
Version 4: 1<sup>st</sup> February 2018

# Scottish Society for Rheumatology Constitution

## 1. Name

The Society shall be called the **Scottish Society for Rheumatology**, and is hereinafter referred to as the **Society**.

## 2. Objects

- i) The objects of the Society shall be to promote the development of scientific knowledge about rheumatology *and to the medical specialty of rheumatology*.
- ii) In furtherance of these objects the Society's concerns shall be specific where applicable for Scotland within the overall framework of British rheumatology.
- iii) The society shall undertake in furtherance of the objects declared above to promote rheumatology as a distinct specialty. This shall particularly *but without prejudice to the generality of the above stated objects* include all scientific aspects of the structure and function of the locomotor system, including aspects of the pathogenesis, diagnosis, treatment and prevention of rheumatic disorders. The Society shall also contribute to other aspects of professional concern, including the nature and content of education and training in the discipline of rheumatology.
- iv) The Society shall undertake all such things as are necessary for the attainment of its objects, and shall have the power to:
  - a) purchase, take on lease or in exchange, receive by way of gift, grant or otherwise, hire or in any other manner acquire any real or personal property and any rights or privileges which the Society may think necessary or desirable for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or desirable for the work of the Society;
  - b) sell, let, mortgage, dispose of, or turn to account all or any of the property or assets of the Society as may be thought necessary for the promotion of its objects;
  - c) borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit;
  - d) invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be determined by the Society.

## 3. Membership

- i) Membership of the Society shall be open to all scientific and professional workers interested in and concerned with the objects of the Society, and shall not be restricted to medically qualified persons, nor restricted to Scottish or British nationals,
  
- ii) Membership of the Society shall be in two principal classes:
  - a) Honorary Members, elected by the Society as a mark of respect in recognition of distinguished contributions to rheumatology at national and international levels. Honorary Membership may be offered to such distinguished scientists, members of the medical profession, and other persons as can be of service to and shall be determined by the Society. Honorary Membership shall also be offered to members of the SSR upon retirement from their clinical post. Honorary Members shall be entitled to attend all meetings and other activities of the Society, but shall not have the rights to vote at business meetings or to eligibility for holding office. Honorary members shall not be required to pay subscription costs;
  
  - b) Subscribing Members, who shall be divided into three categories:
    - Ordinary members
    - Overseas members
    - Retired membersThe general qualifications for, privileges of, and subscriptions due from Subscribing Members shall be determined by the Society's Byelaws.
  
- iii) Subscribing Members who are three months in arrears shall be warned *in writing* by the Secretary that unless their subscriptions are paid forthwith the privileges of membership shall be withdrawn. A Subscribing Member who is more than twelve months in arrear and has been duly notified thereof by the Secretary shall, unless immediate payment is made, cease to be a Member of the Society. Subscribing membership may be restored at the discretion of the Council on full payment of arrears of subscription.
  
- iv) Candidates for all classes of membership of the Society, except Retired Membership, shall require nominations in writing by two Ordinary Members of the Society. Proposals forms for this purpose shall be obtained from the Secretary.
  
- v) The Council of the Society shall deal with nominations for membership in all classes. Persons nominated shall be deemed duly elected to the appropriate class of membership unless two members of the Council at the meeting at which such nominations are submitted shall vote against the election of such nominated person. Disputed nominations for subscribing membership shall be reported to the next General Meeting of the Society, and the persons so nominated may be elected to the appropriate category

of subscribing membership by a simple majority of Ordinary Members present at the meeting.

#### **4. Scientific and Educational Meetings**

- i) The Scientific Meetings shall be held twice in every calendar year and, unless the Council otherwise determine, shall normally extend over one day and shall be held in Scotland.
- ii) Additional Scientific and Educational Meetings shall be held at the discretion of the Council, and may be arranged in conjunction with other organizations and may be held outside Scotland.
- iii) The business transacted at Scientific and Educational Meetings shall consist of scientific communications, clinical case or other demonstrations, and educational and instructional sessions.
- iv) The dates of all Scientific and Educational Meetings for the ensuing year shall be notified to all members and formal notice together with a programme for the meeting, and any abstracts of the papers presented, shall be sent to all Members (except Overseas Members) at least ten days before the scheduled date of the meeting.
- v) At the discretion of the President Members of the Society may invite visitors to Scientific and Educational Meetings.

#### **5. Business Meetings**

- i) An Annual General Meeting shall be held in every calendar year and shall be held in Scotland during the last quarter of each year. The business to be transacted shall include:
  - a) Consideration of reports from the Council, Officers, Auditors and Chairpersons of Standing Committees;
  - b) Election of Officers and Members of the Council;
  - c) Election of Auditors.
- ii) An Extraordinary General Meeting may be convened by the Council whenever it thinks fit, and by the President or within four weeks from the receipt of a requisition in writing signed by not less than twenty Ordinary Members stating the purpose for which an Extraordinary General Meeting is being requisitioned.
- iii) Formal notice of and an agenda paper for each General Meeting shall be sent to all members (except Overseas Members) at least fourteen days before the

scheduled date of the meeting. The notice shall specify the place, day and hour of the meeting and, in case of special business, the general nature of that business. Accidental and exceptional omissions to give such notice to any member shall not invalidate the proceedings of the meeting.

- iv) Subject to Article 13 hereof Members of the Society may move formal resolutions at any General Meeting provided that, not less than four weeks before the date of the meeting, they shall have given notice in writing thereto the Honorary Secretary and at the same time shall have submitted a copy of the resolution.
- v) With the exception of the business enumerated in Article 5i hereof all business transacted at a General Meeting shall be deemed to be special business. Matters relating to the Constitution shall only be discussed if due notice shall have been given, in accordance with Article 13 hereof.
- vi) The President or in his absence, a Member of Council elected at the meeting shall preside at all General Meetings. The quorum for a General Meeting shall be *twenty* Ordinary Members present in person.
- vii) Subject to Article 13 hereof questions shall be determined at General Meetings by a simple majority on show of hands unless a poll is demanded by the Chairmen of the Meeting or by at least three Ordinary Members present in person before or on the declaration of the result of a show of hands. A poll shall be taken in such manner and at such times as the Chairman may direct.
- viii) The Council shall be empowered to conduct a postal ballot on any issue that it considers appropriate. The notice of ballot shall specify the period, not being less than twenty one days from the date of the notice, within which Members shall be required to cast their votes. The results of a ballot shall be binding only if at least half of the ordinary Members of the Society in good standing cast their votes.
- ix) A casting vote may be exercised by the Chairman of the Meeting or, for a postal ballot, by the President of the Society.

## **6. Officers**

- i) The Honorary Officers of the Society shall be a President, an Honorary Secretary, an Honorary Treasurer and a Local Secretary.
- ii) Candidates for election to Honorary Office shall require nomination by two Ordinary Members of the Society. To be eligible for nomination as President a candidate must have been a Member of the Society for not less than five years and have served on the Council or one of its Committees.

- iii) All Honorary Officers shall be elected at an Annual General Meeting of the Society and shall assume their duties on the 1st January following.
- iv) **President.** A president shall be elected once every two years.
- v) **President-elect.** A President-elect shall be elected every two years and will serve as President-Elect for one year followed consecutively by two years as President.
- vi) **Honorary Treasurer.** The Honorary Treasurer shall serve for four years and shall be responsible for directing the Society's financial transactions. All cheques shall be signed by the Honorary Treasurer or, in his absence a designated officer.
- vii) **Honorary Secretary.** The Honorary Secretary shall serve for three years. The Honorary Secretary shall summon all meetings, prepare Agendas, and keep Minutes of the proceedings.
- viii) **Local Secretary.** The Local Secretary shall be appointed at the Annual General Meeting. The Local Secretary will be responsible to organise the Regional Scientific and Educational Meeting of the Society subject to Article 4 hereof.
- ix) In the event of an Officer being unable to complete his term of office, such other Member of the Council shall assume his duties until the next Annual General Meeting, as the Council shall nominate.
- x) The Council shall, when necessary, appoint an Executive Secretary to administer the Society's affairs subject to the direction of the Society's Honorary Officers.

## 7. The Council

- i) The governing body of the Society shall be the Council, and shall consist of the President, Honorary Secretary, Honorary Treasurer, the Local Secretary and fifteen Elected Members of Council, **at least two of whom shall be:**
  - a) Members of Specialist Registrar Status or its equivalent nominated by such junior members of the Society.

**and at least another two of whom shall be:**

  - b) Members of the Society from Professionals Allied to Medicine nominated by such members of the Society.

The President-Elect will become an additional Council Member during his or her term of office.

- ii) Candidates for election as Elected Members of Council shall require nominations by two Members of the Society.
- iii) Elected Members of Council shall be elected at an Annual General Meeting of the Society, and shall assume their duties on the 1st January following. The period of office of Elected Members of the Council shall be limited to three years, but without prejudice to their eligibility for Honorary Office within or immediately after such period. Upon the expiration of such term a Member shall not be eligible to serve on Council for one year.
- iv) The Council shall be responsible for deciding the arrangements for all meetings and other business of the Society, and for determining the Society's representation on other bodies. Ten Members of the Council shall be a quorum, of whom not less than five must be Elected Members of Council.
- v) The Council shall have the power to co-opt and set up committees for such purposes and with such functions and powers as it may from time to time determine. The chairmen of any such committee, if not already a Member of Council, shall be invited to attend meetings of the Council and shall report the recommendations of the committee to the Council at its next meeting.
- vi) The Council shall usually meet at least two times every year. Elected Council Members unable to attend a Council meeting may nominate another Member of the Society as deputy.

## **8. Elections**

- i) Members (other than Overseas Members) shall be notified not less than eight weeks before the Annual General Meeting, which Honorary Officers and Elected Members of Council will retire at the end of the year and of the Council's nominations for such vacancies.
- ii) On receipt of such notice, any Ordinary Member of the Society may propose alternative candidates for Honorary Office or for Elected Membership of the Council by sending in writing the name of each such candidate supported by the endorsement of another Member of the Society and consent of the candidate to the Honorary Secretary to arrive not less than four weeks before the scheduled date of the Annual General Meeting. Proposals received after this date will be declared invalid.
- iii) If candidates for office are nominated in excess of the number of vacancies available, the Honorary Secretary shall send a ballot paper to each Ordinary Member not less than fourteen days before the scheduled date of the Annual General Meeting. Ordinary Members shall record their votes and return the ballot paper to the Honorary Secretary by post, not less than seven days before the Annual General Meeting. Voting papers returned after this date shall be invalid. Scrutineers shall be appointed by Council to count the votes and the

results shall be announced at the meeting, the candidates securing the largest number of votes being elected to the vacancies that exist.

## **9. Executive Committee**

- i) The Executive Committee of the Council shall consist of all the Honorary Officers.
- ii) The Executive Committee shall administer the Society's business between meetings of the Council. Three members shall be a quorum. All acts and decisions of the Executive Committee shall be reported to the Council for Ratification at its next meeting.

## **10. General Business**

- i) The Accounts of the Society shall be made up to 31st December in each year.
- ii) The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as set out in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividends, bonus, or otherwise howsoever by way of profit to the Members of the Society, provided that nothing shall prevent the payment in good faith of reasonable and proper remuneration and out-of-pocket expenses to any officer or servant of the Society, or to any Member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding 5% per annum on money lent, or reasonable and proper rent for premises let, by any Member of the Society, but so that no Members of the Council of the Society shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or moneys worth shall be given by the Society to any Member of the Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Member of the Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society, provided that the provisions last aforesaid shall not apply to any payment to any Company of which a Member of the Council shall be a member, and in which such Member shall not hold more than one hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of such payment.
- iii) The Society's Accounts, where applicable shall be audited each year by the Auditors elected at the preceding Annual General Meeting. The report of the Auditors shall be presented with the accounts to the next ensuing Annual General Meeting.



- iv) The property of the Society and of any Trust Funds established by the Society shall, at the direction of the Council, be vested in two or more Trustees. These Trustees shall execute a Declaration of Trust with regard to any property vested in them. The Trustees shall be nominated by the Council, and shall be selected from the past Presidents and past Treasurers of the Society.
- v) The submission by any Member of any literary work for publication by the Society shall be deemed to constitute a declaration by such Member that he owns the copyright therein and an agreement that on acceptance of the work for publication he will assign the said copyright to the Trustees for the time being of the Society, and any such Member, whenever required by the Society so to do, shall at the cost of the Society do any further act necessary to complete the assignment of the said copyright to the Trustees.

## **11. Honours**

It shall be the duty of the President to review each year the claims of possible candidates for the award of honours by the Society. The President shall report on these matters, and the Council shall take decisions.

## **12. Affiliation**

The Council shall have the power to seek and accept the affiliation of or amalgamation with other organizations and to affiliate the Society to other organizations, provided that by such acts the Society shall not cease to be a charity.

## **13. The Constitution**

- i) The Council shall have the power to make, vary, and repeal Byelaws and Regulations for the conduct of the General affairs of the Society, its officers and servants, and for the despatch of the business of the Society but so that no such Byelaws or Regulations shall be of effect if and so far as they are inconsistent with or repugnant to the provisions of this Constitution. The Council shall report to the next ensuing General Meeting of the Society any Byelaws or Regulations enacted.
- ii) With the exception of the provisions of Article 14i hereof, notice of any proposal to amend or alter this Constitution must be sent to the Honorary Secretary not less than eight weeks before the next ensuing Annual General Meeting. Such proposal shall be circulated to all Members and shall appear on the Agenda of the said meeting in the form of a motion. The quorum for such motions shall be half of the Ordinary Members of the Society present in person, and the motion shall be decided by a Simple majority of the Ordinary Members present in person. If a quorum shall not be present the Council may conduct a postal ballot on the motion in accordance with the provisions of

Article 5 viii hereof and on such ballot the motion shall be deemed to have been rejected unless approved by a majority of at least half of the Ordinary Members voting on the ballot. No addition or alteration shall be made to the provisions of Articles 10ii and 13iii hereof, nor shall any material alteration be made to Article 2, other than as may be necessary to keep the Society's objects in line with the designation and classification of specialties in current medical practice, and no amendment shall be made to any provision of this Constitution whereby the Society would cease to be a charity.

- iii) The Society may at any time by a resolution passed, in General Meeting pursuant to the provisions of Article 13ii hereof be wound up and dissolved and in that event the books and records of the Society shall be disposed of in accordance with the directions of the Council and all other property of the Society shall be transferred to such charitable body or bodies whether incorporated or not as shall be specified by the resolution for winding up, provided that such body or bodies has or have objects analogous to the objects of the Society. If no such bodies be specified by the resolution then the said property of the Society shall be transferred to such body or bodies as may be determined by *The Court of Session* having jurisdiction in regard to charitable funds and if and so far as effect cannot be given to such provision then to some charitable object.

#### **14. Provisions for Transfer of Rights**

- i) This article secures the preservation of rights in the Society accruing by virtue of rights held in the organizations from which the Society was formed. Deletion of clauses from this Article of the Constitution may be ordered by the Council at such times as the particular rights no longer apply to any surviving member and without recourse to the procedures established under Article 13ii hereof.
- ii) On the occasion of the dissolution of the Scottish Rheumatology Club, the membership of Members of that organization shall be converted into the rights of Members of the Society pursuant to the provisions of Article 3 hereof.

Asad Zoma  
May 2001