

Rules of the Association

1. Name

The Association shall be known as the 'British HIV Association', hereinafter called BHIVA, and referred to as such or as 'the Association' or 'the Charity'.

2. Objects

The objects of BHIVA are:

- (a) To relieve sickness and to protect and preserve health through the development and promotion of good practice in the treatment of HIV and HIV-related illnesses, and in such other charitable ways as BHIVA, through its Executive Committee, may from time to time decide;
- (b) to advance public education in the subjects of HIV and the symptoms, causes, treatment and prevention of HIV-related illnesses through the promotion of research and the dissemination of the useful results of such research, and in such other charitable ways as BHIVA, through its Executive Committee, may from time to time decide.

3. Powers of the Association

In furtherance of the above objects BHIVA shall have the following powers:

- (a) to raise funds; but in such a way that the Association does not undertake any substantial, permanent trading activity;
- (b) to disseminate the results of research through scientific meetings and through the official publications of BHIVA;
- (c) to act as a national advisory body to professions and other organisations on all aspects of HIV care;
- (d) to provide a national platform for HIV care;
- (e) to provide representatives for international, national and local committees dealing with HIV care;
- (f) to promote undergraduate, postgraduate and continuing medical education within HIV care;
- (g) to promote and monitor high standards of care through advisory groups and the development and distribution of guidelines;
- (h) to set achievable targets and indicators of care against which success can be measured through national audit and other governance measures;
- (i) to publish and promote material related to the aims and objectives of BHIVA;
- (j) to do all such other things as shall further the objects of the Association.

4. Membership

- (a) Membership of BHIVA will be open to the following categories of personnel involved in HIV care:
 - (i) those working within professions or industry, or other appropriate HIV active healthcare workers, where a significant component of their work is directly or indirectly related to HIV care;
- (b) application for membership to the Association shall be made by completing a membership application in the form determined by the Executive Committee, periodically, and returning it to the secretariat with the appropriate fee;
- (c) the Executive Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application;
 - (i) the Executive Committee must inform the applicant in writing of the reasons for the refusal;
 - (ii) the Executive Committee must consider any written representations the applicant may make about the decision. The Executive Committee's decision following any written representation must be notified to the applicant in writing but shall be final;
- (d) membership is not transferable to any other person;
- (e) the Executive Committee must keep a register of names and addresses of the members;
- (f) the membership year runs from 1 January to 31 December, or as determined by the Executive Committee;
- (g) subject to any alteration to Rule 4(f), annual subscriptions paid by members joining BHIVA after 31 October shall be regarded as being in respect of the year ending 31 December the following year. The annual subscription is payable in advance on or before 1 January in each year and members whose subscriptions remain unpaid by 28 February following will be regarded as in arrears and, following a reminder, may cease to be a member of the Association.

5. The Executive Committee

- (a) BHIVA will be governed by an Executive Committee, which shall regulate the business of BHIVA, including annual subscription and the direction and management of its funds;
- (b) all members of the Executive Committee will be deemed to be 'Trustees' of the Association;
- (c) subject to Rule 5(d), the Executive Committee will consist of no more than twenty members including:
 - (i) 12 elected members;
 - (ii) 1 junior doctor representative, defined as a doctor in HIV training, appointed by the Executive Committee; and
 - (iii) the Editor of *HIV Medicine* or any successor publication;

- (d) the Executive Committee may, from time to time, appoint additional members to the Executive Committee being members of BHIVA – but so that there will never be more than six such additional members serving at any one time – and any additional member appointed by the Executive Committee:
 - (i) must retire at the next Annual General Meeting, but will be eligible to stand for election by the members of BHIVA, or for re-appointment by the Executive Committee;
 - (ii) may only be appointed as an office holder if he or she has not just retired under the provision of Rule 5(d)(i); and
 - (iii) must not be taken into account in determining the members of the Executive Committee who are to retire by rotation.

As far as possible, membership of the Executive Committee will provide a balance of disciplines and regional representation.

6. Appointment and rotation of the members of the Executive Committee

- (a) The elected members of the Executive Committee shall serve for three years;
- (b) the junior doctor representative shall serve for one year;
- (c) at each Annual General Meeting one third of the elected members of the Executive Committee or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one member he or she must retire;
- (d) the members of the Executive Committee to retire by rotation shall be those who have been longest in office since their last appointment. If any members of the Executive Committee became or were appointed members of the Executive Committee on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- (e) any member of the Executive Committee retiring at the Annual General Meeting will be eligible for re-election;
- (f) if a member of the Executive Committee is required to retire at an Annual General Meeting by a provision of these Rules, the retirement shall take effect upon the conclusion of the meeting;
- (g) other than the appointment under Rule 5(c)(ii) and (iii) and Rule 5(d), appointments to the Executive Committee shall be by election by the members of BHIVA;
- (h) the request for nominations shall be sent out no less than 3 months before the Annual General Meeting each year to all paid up members having joined the Association no less than 5 months before the Annual General Meeting. Nominees, proposers and seconders must be current BHIVA members and must have been members for at least two consecutive years at the time of nomination;
- (i) any member of the Executive Committee intending to relinquish their positions on the Executive Committee of the Association before the normal retirement date should inform the Secretary as soon as possible, or in any event 4 months before the Annual General Meeting;

- (j) a list of nominees will be forwarded to all eligible members of the Association with a request for their selections to fill the vacancies;
- (k) the election scrutineer will normally be the immediate past Chair of the Association or another person nominated by the Executive Committee;
- (l) the results of the election shall be declared at the Annual General Meeting.

7. Disqualification and removal of Trustees

A member of the Executive Committee shall cease to hold office if he or she:

- (a) is disqualified from acting as a Trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of said Section);
- (b) ceases to be a member of the Association;
- (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (d) resigns as a member of the Executive Committee by notice to the Secretary (but only if at least two members of the Executive Committee will remain in office when the notice of resignation is to take effect); or
- (e) is absent without the permission of the Executive Committee from all its meetings held within a period of 6 consecutive months and the Executive Committee resolves that his or her office be vacated.

8. Powers of the Executive Committee

The Executive Committee shall have the following powers:

- (a) it shall appoint from amongst its number the office holders of Chair, Treasurer and Secretary to serve for three years or the unexpired term of their membership of the Executive Committee, whichever is the longer;
- (b) it may appoint a secretariat and conference organisers to assist the Association to carry out its day-to-day business in pursuance of the Charity's objects. The secretariat will report directly to the Executive Committee via the officers;
- (c) it may appoint and make Rules for sub-committees to assist it in the management of the Association; but so that all acts and proceedings of such sub-committees shall be reported fully to the Executive Committee;
- (d) it may appoint external scrutineers to consult on matters of importance to the Association, for such periods and subject to such terms of reference as the Executive Committee shall, from time to time, establish;
- (e) it will appoint from among its number Chairs for each sub-committee. Following nominations, an election will take place, unless the Executive Committee is unanimously agreed. In the absence of a simple majority, the Chair shall have a second or casting vote;
- (f) it may invite, as observers, to its meetings such persons as it considers appropriate to provide advice or information to the matters under discussion;

- (g) it may establish a consultative group consisting of such persons, for such purposes and on such terms of reference as the Executive Committee shall, from time to time, determine;
- (h) it may, from time to time, make, alter, add to or repeal bye-laws for the conduct of its business;
 - (i) the bye-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Association (including the admission of organisations to membership), the rights and privileges of such members, the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;
 - (c) the procedure at general meetings and meetings of the Executive Committee insofar as such procedure is not regulated by these Rules;
 - (d) the keeping and authenticating of records (if regulations made under this clause permit records of the Association to be kept in electronic form and require a member of the Executive Committee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated);
 - (e) generally, all such matters as are commonly the subject matter of the bye-laws of an unincorporated Association;
 - (ii) the Trustees must adopt such means as they deem sufficient to bring the bye-laws to the notice of members of the Association;
 - (iii) the bye-laws shall be binding on all members of the Association;
 - (iv) no bye-law shall be inconsistent with, or shall affect or repeal anything contained in, these Rules.

9. Meetings and proceedings of the Executive Committee

- (a) The Chair or failing him or her, the Executive Committee, shall appoint a deputy from amongst the members of the Executive Committee to act as Chair at meetings in his or her absence;
- (b) the Executive Committee shall have meetings no fewer than four times a year;
- (c) a quorum for meetings of the Executive Committee shall be one third of the membership including one of the officeholders;
- (d) a vote will be carried by a simple majority. In the case of equality of votes, the Chair will have a second or casting vote;
- (e) for the purpose of this Rule, the expression 'meeting' includes, except where inconsistent with any legal obligation:
 - (i) a physical meeting;

- (ii) a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
- (iii) telephone conferencing.

10. General meetings of the members of BHIVA

- (a) An Annual General Meeting must be held in each year and not more than fifteen months may elapse between successive Annual General Meetings;
- (b) all general meetings other than Annual General Meetings shall be called special general meetings;
- (c) the Executive Committee may call a Special General Meeting at any time;
- (d) the Executive Committee must call a Special General Meeting if requested to do so in writing by at least eighty members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Executive Committee fails to hold the meeting within twenty-eight days of the request, the members may proceed to call a Special General Meeting but in doing so they must comply with the provisions of this constitution;
- (e) the minimum period of notice required to hold any general meeting of the Association is twenty-one days from the date on which the notice is deemed to have been given;
- (f) a general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote;
- (g) the notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so;
- (h) the notice must be given to all the members of the Association and to the members of the Executive Committee.

11. Quora at general meetings

- (a) No business shall be transacted at any general meeting unless a quorum is present;
- (b) a quorum is:
 - (i) thirty of the members entitled to vote upon the business to be conducted at the meeting; or
 - (ii) 4 percent of the total membership at the time, whichever is the greater;
- (c) the authorised representative of a member shall be counted in the quorum;
- (d) if:
 - (i) a quorum is not present within half an hour from the time appointed for the meeting; or

- (ii) during a meeting a quorum ceases to be present;
the meeting shall be adjourned to such time and place as the Executive Committee shall determine;
- (e) the Executive Committee must reconvene the meeting within 3 months and must give at least 7 clear days' notice of the reconvened meeting stating the date, time and place of the meeting;
- (f) if no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present at that time shall constitute the quorum for that meeting.

12. Chairing general meetings

- (a) General meetings shall be chaired by the person who is the Chair of the Executive Committee in office at the start of the general meeting;
- (b) if there is no such person, or he or she is not present within fifteen minutes of the time appointed for the meeting, a member of the Executive Committee nominated by the Executive Committee shall chair the meeting;
- (c) if there is only one member of the Executive Committee present and willing to act, he or she shall chair the meeting;
- (d) if no member of the Executive Committee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present, and entitled to vote, must choose one of their number to chair the meeting.

13. Adjournments of general meetings

- (a) The members present at a meeting may resolve that the meeting shall be adjourned;
- (b) the person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution;
- (c) no business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place;
- (d) if a meeting is adjourned by a resolution of the members for more than 7 days, at least 7 clear days' notice shall be given of the reconvened meeting, stating the date, time and place of the meeting.

14. Votes at general meetings

- (a) Each member shall have one vote, but if there is an equality of votes the person who is chairing the meeting shall have a second or casting vote in addition to any other vote he or she may have;
- (b) a resolution in writing signed by each member, who would have been entitled to vote upon it had it been proposed at a general meeting, shall be effective. It may comprise several copies, each signed by, or on behalf of, one or more members;

(c) the election scrutineer will be appointed by the Executive Committee.

15. Representatives of other bodies at general meetings

- (a) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity;
- (b) the organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity;
- (c) any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

16. Accounting year

The accounting year of BHIVA runs from 1 January to 31 December.

17. Amendments

- (a) No alteration or addition to these Rules shall be made except by a resolution carried by a majority of at least two thirds of the members present and voting at a general meeting of BHIVA, notice of which shall have contained particulars of the proposed alteration or addition;
- (b) no alteration, amendment or addition to these Rules shall be made which would cause BHIVA to cease to be a Charity at law;
- (c) no amendment may be made to Rule 2 (Objects), Rule 18 (Dissolution) or this Rule 17 (Amendments) without the prior written approval of the Charity Commissioners.

18. Dissolution

In the event of BHIVA being dissolved, the property and assets of BHIVA remaining after the satisfaction of all debts and liabilities shall be paid or transferred to a charitable institution or institutions having similar objectives to those of BHIVA.