

# CONSTITUTION OF BRITISH PAKISTANI OPHTHALMIC SOCIETY

## MEMORANDUM OF ARTICLES

### **ARTICLE I**

**NAME:** British Pakistani Ophthalmic Society (BPOS - Group)

### **ARTICLE II**

#### **AFFILIATIONS:**

The BPOS shall be an independent, non-profit, professional, educational and charitable organization, incorporated in the United Kingdom and shall have no political affiliations or activities.

### **ARTICLE III**

#### **AIMS AND OBJECTIVES:**

- To increase the knowledge of clinical ophthalmic sciences amongst its members.
- Advancement of ophthalmic education of its members, medical students, ophthalmic trainees, and the general public in the United Kingdom and Pakistan through lectures, seminars, webinars, health awareness campaigns and publication of newsletters devoted to ocular health.
- To provide help and support in the career progression of its members
- To affiliate with other societies with similar objectives in the United Kingdom, Pakistan and around the world.
- To provide the opportunity for ophthalmic research, teaching, and better eye care in Pakistan and other developing countries through various types of technical and material assistance.
- To provide free ophthalmic healthcare in impoverished areas of Pakistan and other developing countries

### **ARTICLE IV**

#### **MEMBERSHIP:**

All ophthalmic professionals of Pakistani origin such as ophthalmologists, optometrists, orthoptists, ophthalmic researchers and colleagues working in ophthalmic fields associated with industry subscribing to the objectives of BPOS are eligible for membership and residing in the British Isles. The Membership will be confirmed and continued after payment of dues on an annual basis in advance.

**IV.1** The members in the UK who have all dues paid shall have all the privileges of the association as they are entitled to as per the type of membership they hold.

**IV.2** Non-fee-paying categories of membership will not be entitled to the above privileges anywhere in the UK.

**IV.3** A member must comply with the rules and regulations of the association. There shall be no discrimination based on religion, gender, sexual orientation, race, or ethnic origin in the membership of the association.

**IV.4** All directives, publications, communications, and the governing strategy at any given time is determined by the Central Executive Committee.

## **TYPES OF MEMBERSHIPS:**

### **A) ACTIVE MEMBER:**

#### **BENEFITS OF ACTIVE MEMBERSHIP:**

As an active member you will have:

- Right to vote in the election and hold office.
- Opportunities for social and academic networking, Discount towards BPOS annual gala dinners.
- Discounts towards BPOS workshops, and seminar registration.
- Career advice and mentorship
- Help and support would be provided to “Doctors in Difficulty”.
- PLAB and Career Guidance
- Guidance towards clinical attachments and jobs in NHS
- Help shall be provided towards writing CVs
- Guidance towards preparation for consultant interviews
- Support towards organising voluntary/charitable work experience in Pakistan or any other country

#### **Standard Membership:**

£20 / year

### **B. ASSOCIATE MEMBERS:**

Ophthalmologists of non-Pakistani origin and all allied health professionals including optometrists, orthoptists, nurses, ophthalmic technicians etc would be associate members of BPOS and would pay

only 50% of the standard membership fee would be entitled to participate in all the activities of BPOS but shall not be entitled to stand for any office of the CEC of the organisation.

- **Retired Membership:**

Retired ophthalmologists, optometrists, orthoptists and allied health professionals retired and currently living in the UK will pay a subsidised membership fee of £5 / year.

- **Lifetime Membership:** will be granted to those active members of the BPOS who pay a one-off fee of £ 500.

### **C, HONORARY MEMBER:**

The BPOS may appoint any person as an honorary member for distinguished service or achievement in Ophthalmology or any other field of medicine or allied sciences, or who has rendered other services of unusual value to the BPOS or humanity. These members may participate in all of the BPOS activities but will not have the right to vote or hold office.

## **ARTICLE V**

### **INTERNAL STRUCTURE OF BPOS**

The internal structure of BPOS would consist of the following.

#### **CENTRAL EXECUTIVE COUNCIL (CEC)**

The Central Executive Council will be the governing body of BPOS. The CEC will control the management of the affairs and funds of the organisation with the approval of the Board of Trustees (BOT).

**A.1** CEC shall determine the strategy and the direction of the Organisation. It has the authority to appoint or remove any member, official or executive from their position without giving any reason if it determines that the actions of the members, office bearers are not in the interests of the organisation as deemed suitable by the CEC.

**A.2** The CEC meetings would be held every 4 months on pre-set dates in a year.

**A.3** A CEC Member must be a paying member of the society.

**A.4** A new CEC Member(co-opted) will be appointed by a majority vote of the CEC members when a post becomes vacant.

**A.5** Each CEC Member is answerable to the BOT in performing all his / her duties relating to BPOS.

**A.6** The CEC has a right to suspend or terminate the appointment of any CEC Member by a majority vote without reason at any time if there is any breach of this constitution or he/she by his/her acts or omissions bring disrepute to the name of the Association.

**A.7** The CEC Would have powers to fix the date and place of the annual meeting to create and authorize the appointment of standing committees.

**A.8** The Central Executive Council will also be responsible for keeping an up to date directory of all the members. It will propose next year's budget at the annual meeting.

**CEC shall Consist of:**

### **1.OFFICERS**

- President
- President-elect
- General Secretary
- Finance Secretary
- Social Secretary
- Director of Operations

### **2.Board of Trustees/Directors (BOT)**

#### **3. BPOS past President**

#### **4. Co-opted representative from BPOS allied health professional associate members**

**Co-opted representatives from associate membership of BPOS will not have the right to vote in CEC**

## **B BOARD OF TRUSTEES (BOT)**

### **B.1 Membership of BOT**

The organisation shall have upto seven trustees at a given time.

### **B.2 Tenure of a Trustee**

The trustees appointed in future shall have tenure for 6 years.

### **B.3 Eligibility to become a Trustee**

B.3.1 They should be a life member of the organisation.

B.3.2 They should be in good standing with their respective regulatory bodies.

B.3.3 They must be ordinarily resident in the UK.

B.3.4 They fully meet the Trustees Eligibility Criteria as set out by the Charities Commission.

### **B.4 Appointment of Future Trustees**

B.4.1 BOT will inform the executive committee within 30 days of a vacant

trustee post.

B.4.2 The Executive Committee will invite an expression of interest from eligible members.

B.4.3 The Executive Committee will nominate an interested eligible member by a two-thirds majority.

B.4.4 If BOT disagree with the nomination, they can return to the Executive Committee with a clear written reason for their disapproval.

B.4.5 The Executive Committee shall consider the reasons for BOT's disapproval and will nominate an alternative member. However, in the event of a disagreement, a joint meeting of representatives of the BOT and CEC will be convened to resolve the difference.

## **B.5 Roles and Responsibilities of Trustees**

B.5.1 The Board shall act as the overseer and custodian of the Association, abide by the constitution and act in the best interest of the Association. The Board shall ensure that the Association is carrying out its purposes for the public benefit and its resources are managed responsibly, ensure compliance to statutory accounting practices and shall deliver their responsibilities by exercising reasonable care and skill.

B.5.2 The Board shall have control of all fixed assets and properties of the Association and shall take reasonable care in acquiring or disposing off any assets following appropriate professional, financial and legal guidance and advice.

B.5.3 The Board shall ensure that no conflict of interest comes in the way of discharging their duties described in 2.5.1 and 2.5.2.

B.5.4 The Board shall receive the minutes of the Executive Committee of the Association and may refer any decision of the Executives back for reconsideration on account of clearly articulated reasons affecting the best interest, legal responsibilities, liabilities and future health and survival of the Association.

B.5.5 The Board shall have at least one signatory alongside any other signatories appointed by the Executives for submitting accounts, approving the budget of any event that exceeds one-tenth of current financial reserves of the Association or for signing any cheque valuing £1000 or more.

B.5.6 In exceptional circumstances, the Board may ask the whole of the Executive Committee to step down on production of clearly defined reasons for the betterment or survival of the Association

B.5.7 The Board shall have the final ratifying authority, if the Executives by a two-third majority ask an elected executive or office bearer to step down.

B.5.8 Request made under the clause of 2.5.6 by the Trustees must be approved by the majority of the membership

B.5.9 The Board shall nominate a member of the Board as Election Commissioner to conduct and coordinate the Election Process.

B.5.10 The Executive Committee may refer matters of serious concerns

to the BOT for guidance. The decision made by the majority of the BOT will be binding on the executive committee.

B.5.11 The Trustees must hold regular quarterly meetings to monitor the functioning of the Association in accordance with law and its constitution and will invite President and General Secretary of the Association to attend these meetings to assist in their discussions.

B.5.12 The Executives may also invite a representative or whole of the BOT to their regular meetings when deemed appropriate.

B.5.13 The minutes of the Trustees' meeting shall be made available to the executives.

B.5.14 BOT shall review any constitutional amendment before it is tabled to AGM for final approval.

### **B.6 Resignation & Removal**

B.6.1 Trustees' appointment shall be for a fixed tenure as described in Article 4.2.

B.6.2 Trustees shall give 3 months' notice to the BOT, should they wish to step down voluntarily before the end of their tenure.

B.6.3 A Trustee no longer meeting the eligibility criteria described in Article 4.3 shall cease to be a Trustee with immediate effect. They must inform the BOT immediately if they are in breach of any eligibility criteria.

B.6.4 If either the CEC or the BOT become aware of a Trustee's ineligibility before they are notified voluntarily, they shall ensure that that The trustee's appointment is terminated without further delay.

B.6.5 A trustee's appointment shall also be terminated by the BOT if the trustee is deemed to be not interested in their role, have been absent from 3 consecutive meetings of the BOT without a clear reason and have not responded to a show-cause notice issued in this regard or their the explanation is deemed inadequate and or unsatisfactory.

### **C.REGIONAL COUNCILLORS**

ONE Regional councillor from every 10 regions of England and one each from Scotland, Ireland and Wales /British Isles would be appointed by the CEC with a majority vote on the recommendation of the president of BPOS. The tenure of the office of the regional councillor will be 3 years.

## **ARTICLE VI**

### **Elections:**

**VI.1** The Election Committee shall seek nominations from the Active general membership about two months before the Elections.

**VI.2** The nominations for the office should be received by the EC at least 14 days before the election date.

**VI.3** After considering the nominations received, the EC shall submit the list of candidates for various offices of BPOS.

**VI.4** Election of officers will be held by *secret ballot by the electronic online voting system* under the supervision of the **Election Commissioner** appointed by the BOT.

**VI.5** The term of the office shall be 3 years and will be on a calendar basis.

**VI.6** All good standing members of at least 2 months duration from the date of closure for nomination for elections will be eligible to vote in the elections.

## **ARTICLE VII**

### **Amendments:**

This constitution may be amended by a majority vote of the active members at any annual meeting of the Society or an extraordinary AGM called for this purpose by the CEC. However, the members must be informed of the proposed amendment at least 30 days before the meeting and voting. The AGM can be virtual if so decided by the CEC.

## **ARTICLE VIII**

### **Dissolution:**

Upon the dissolution of the Society, the BOT will, after paying or making provision of the payment of all of the liabilities, dispose of all of the assets exclusively for the Society in such manner, or to such organization or organizations operating exclusively for charitable, educational, or scientific purposes as shall at the time, qualify as an exempt organization of organizations act.

## **BYE-LAWS**

### **ARTICLE I**

#### **Annual General Meeting (AGM)**

The AGM will be held every year, venue date and times would be mutually agreed by the CEC, event management committee would be appointed which would work under the leadership of the BPOS social secretary. The agenda of the AGM would be finalised by the CEC. AGM would be presided by the BPOS president, and he would present his annual report.

Finance Secretary would present the BPOS annual financial report. The AGM can be virtual if so decided by the CEC.

#### **MEETINGS CONDUCT AND PROCESS:**

The President will preside over the meetings according to the following bye-laws, as determining the procedures and agenda of the meetings.

1.a The General secretary would inform members of the CEC meeting at least four weeks in advance, the date, venue of the meeting. All CEC members are required to attend. There would be 3 equally spaced meetings of CEC per year. If any member cannot attend, he/she would inform the General Secretary of their inability to attend.

1.b The CEC can remove any Member with a majority vote if they deem the performance or behaviour of any official is contrary to the interests of the organisation.

1.c Any member/office bearer in the UK who fails to attend two consecutive meetings in any particular year, would be asked to explain why he/she should not be replaced by the CEC, due to repeated absence. In the presence of a satisfactory explanation, as deemed by the CEC, allowance may be made for the absences.

1.d Any CEC member post shall be declared vacant by the CEC when an officer resigns or leaves the UK without prearrangement or becomes disabled to carry out duties of the office for reasons of health or otherwise or is convicted in any court anywhere in the world, this vacant post may be filled with the co-opted member by the CEC with a majority vote.

1.e In case of a disagreement, the members would act according to the decorum of the board. No unparliamentarily language would be used. Behaviour not following the expectations of the Association would render immediate removal and expulsion from the CEC and the organisation.

1.f The CEC shall be responsible for supporting, promoting, fundraising, and undertaking BPOS projects, functions & events.

1.g The CEC shall create and authorise the appointment of sub-committees and ad-hoc committees to run projects, functions, and events.

1.h It is the responsibility of the members to inform the secretary of any change in addresses and other contact details.

1.i The term of most of the CEC members shall be for 3 years, except for trustees and past president.

1.j The individual board member should not sign any document or enter any contract on behalf of the society or make any promises or ask for money from any individual or organisation on its behalf except with prior approval of the CEC.

1.k A CEC member will not by their acts or omissions prejudice the interests of BPOS or bring the name or reputation of the organisation into disrepute.

1.L The CEC member must notify the CEC immediately if they become aware of any potential conflict of interest between BPOS and any other organisation that they may be part of.

1.M The CEC has a right to suspend or terminate any board member without reserve at any time if there is any breach of this constitution, by the process of majority voting.



## **ARTICLE II**

### **RESPONSIBILITIES OF OFFICERS:**

#### **PRESIDENT:**

**II.1** The President will act as the Head of the CEC and will Chair all CEC meetings.

**II.2** He/she will have all powers of the CEC at his disposal in promoting the aims and objectives of the BPOS and implementing its policies.

**II.3** The President will be elected for 3 years.

#### **II.4**

- The President is answerable to the CEC in performing all his / her duties relating to the Association.

- The President shall be responsible to coordinate and manage the performance of the sub-committees and the ad-hoc committees and preparing reports for the board.

#### **PRESIDENT-ELECT:**

**II.5** The President-elect will be deputising for the elected President in his/her absence.

**II.6** The President-elect will be a member of the CEC.

#### **GENERAL SECRETARY:**

**II.7** The General Secretary would be elected for 3 years, by active members of BPOS and will be eligible for standing for another term of 3 years.

#### **The duties of the General Secretary shall include the following:**

**II.8** to serve as the coordinating and recording officer of the Board and keep minutes of AGM.

**II.9** To supervise and maintain preparation of and a permanent record of all official minutes of meetings.

**II.10** To serve as a member of the CEC.

**II.11** To supervise all arrangements for the holding of each CEC meeting in compliance with the constitution and regulations and instructions of the CEC.

**II.12** To send out all official notices of meetings, board appointments, special committee assignments, and appointments to the office.

**II.13** To notify and manage the working of the Board.

**II.14** To perform such other duties that may be required of him/her by the President, President-elect or the CEC, and in that hierarchy.

**II.15** To communicate with its members on the AGM, appointments, any proposed changes, and dissolution if required.

**II.16** To be the executor of all disciplinary matters of the association.

**II.17** To ensure safe record keeping of all matters and documents pertaining to the BPOS.

**FINANCE Secretary:**

**II.18** All treasury matters are the purview of the BOT/Directors.

**II.19** The Finance Secretary shall be the custodian of all invested funds such as membership dues, sponsorships etc. He/she shall be accountable to the BOT/CEC.

**II.20** The duties shall include the following:

-To conduct all financial affairs of the association with the approval of the CEC

-To act as custodian and transfer for all monies and securities.

**II.21** To collect all annual membership dues, donations, and such monies that may be due.

To draw, sign and send all cheque payments following approval of the CEC.

To make available for audit all records and transactions to the nominated auditors one month before the annual BOT meeting.

To present an annual financial report at the AGM.

To render a report to the Board reviewing funds and imparting recommendations for the advancements for the organization's interest at each meeting of the BOT.

**SOCIAL SECRETARY**

- Term of elected office will be 3 years and maybe reelected for another term by members
- will be answerable to the CEC
- will be responsible for organising the social activities of the Society
- will oversee the social media presence of the Society

**DIRECTOR OF OPERATIONS:**

1. This is an honorary position in the CEC given to the BPOS Founder President
2. This appointment would be renewed every three years by the CEC.
3. The CEC has the powers to appoint any future Director of Operations when the post becomes vacant with a simple majority
4. Directors of Operations would be responsible to coordinate all the operations of BPOS.

**BPOS ADVISORY COUNCIL:**

The advisory council will consist of the following.

**II.37** All present willing seniors/founders of BPOS would be appointed as members of the Advisory Council by the CEC.

**II.38** CEC may appoint any other suitable advisors from time to time if there is an organisational need

Such as specialists/experts in legal matters, solicitors, adjudicators for conducting BPOS elections, financial computing, and telemedicine experts.

### **ARTICLE III**

#### **NON-PAYMENT OF DUES:**

- Non-payment means that the membership is suspended.
- Members whose membership is suspended because of non-payment will be reinstated immediately on clearing the membership dues. The onus is on the members to pay their fees. It is not up to BPOS to send reminders and pursue members for payments.

### **ARTICLE IV**

#### **EXECUTIVE SUBCOMMITTEES:**

**IV.1** In order to improve the functionality of the organisation, the following executive subcommittees/adhoc committees may be appointed by the CEC. The members of each committee shall be determined by the CEC. The CEC may decide at any time to form more subcommittees which it may feel necessary to achieve the aims and objectives of the Society.

**IV.2** which would be headed by their respective Lead appointed by CEC on the recommendation of the President

**IV.4** Lead of each committee would report to the President of BPOS

1. Research and Education Committee.
2. Nominating & Election Committees.
3. BPOS Membership Committee
4. BPOS Webinar Committee
5. BPOS Whatsup Groups Admin Committee
6. BPOS Media Committee (FB forums admins/website hosting, youtube)
7. BPOS Philanthropic Project Committee
8. BPOS Virtual Fellowship Committee
9. Fund Raising Committee.
10. Ethical and conflict resolution Committee