

ICS ARTICLE AND BYLAW CHANGES, 2014

The Board of Trustees propose the following changes to the ICS Articles and Bylaws. The changes are in line with the ICS Strategic Plan 2013-2018, in coherence with the Critical Success Factor: Optimising Organisational Effectiveness.

These changes reflect the research and consultation undertaken by the Board of Trustees, as informed by the Governance Taskforce and the society's appointed legal experts. The changes are intended to refine working practices, remove any ambiguous areas and to improve the general function of both the Articles and Bylaws.

ARTICLE CHANGES 2014

About the Articles

The Articles form the constitution of the ICS. They are a set of fundamental principles according to which the organisation is governed. They include the broad framework for how the ICS operates and state how the Board will be appointed. The Articles of Association is a document that contains the purpose of the company as well as the duties and responsibilities of its members.

The following comments apply only to the significant changes to the articles. Minor wording and content changes have been implemented for the sake of clarity, so are not included in this overview. However, members are welcome to seek further clarification on any amended section of the articles.

Members

2.1: Update to wording

Rationale: Was not clear that members needed to pay a subscription fee each year.

Proceedings at General Meeting

5.6: Updates for clarity and in compliance with Company Law.

Rationale: To clear up the methods by which Members are able to vote at the AGM and who may demand a poll

Trustees

7.1: Clarifying that General Secretary, General Secretary-Elect and Treasurer are Trustees.

Rationale: For clarification.

7.2: General Secretary, General Secretary-Elect and Treasurer now referenced as Executive Role

Rationale: to make it clear that these three posts form part of the Board and apply in terms of the maximum number permitted in the Board.

Treasurer: Honorary Treasurer has been changed to Treasurer in Articles and Bylaws.

Rationale: Reflects the role and contribution of the Treasurer, as it is not an honorary position.

Appointment and Retirement of Trustees

Changes and updates throughout this section. Notable updates include:

8.2 and 8.13 New ruling that no person can in their lifetime serve as General Secretary more than once or as Trustee/Treasurer more than twice.

Rationale: Following review of this section it was clear that some areas were ambiguous and could complicate the length of time served by any one person. The board agreed to clarify this wording and propose a maximum lifetime limit of positions on the Board. These changes will ensure a broad input from the ICS membership and bring a range of candidates at the Trustee level. The wording proposed describes two maximum terms as Trustee or Treasurer and one maximum term as General Secretary. Therefore an absolute maximum of three terms of office. These terms would apply to a lifetime and could be in any order and over any period of time as long as the maximum terms were not exceeded.

8.5-8.6.2 Clarification over what will happen should a General Secretary-Elect not be in post to take on the role of General Secretary. The members would have power to extend the current General Secretary's term by one year.

Rationale: Risk management, should a General Secretary-Elect not be able or willing to take on the General Secretary role.

8.7 Previous 8.7 text removed from Articles. **Important to note: change of voting process.**

Rationale: When there are more candidates for trustee posts than positions available the ICS has used Single Transferable Voting (STV) to order the candidates. STV is a complicated process that is not easily explained or understood. For the sake of simplicity and transparency the Board opted to propose that STV be removed and replaced with 'simple voting', i.e. most votes win. This change is intended to improve engagement and trust in society's voting procedures. The voting mechanism is explained in more detail under the Bylaws.

8.12 The nomination and voting process for trustees is moved to the Bylaws.

Rationale: Per legal advice procedural items such as this should be in the Bylaws rather than the Articles.

Disqualification and Removal of Trustees

10.1.1 -10.1.7 Updates to wording

Rationale: List of circumstances in which a Trustee will cease to hold office should be brought in to line with the Charities Act 2011 and the Mental Health (Discrimination) Act 2013

10.1.8 Update to allow for removal of a trustee.

Rationale: For risk management purposes. Should this clause be enforced, it will require 100% approval of the Board. The addition is worded to ensure the decision is unanimous.

Bylaws

23.1 – 23.1.4 Updated to clarify that Trustees *propose* changes while members *approve* them.

Rationale: The previous wording was not clear on whether trustees or members held the final decision on approving Bylaw changes. The Board agreed that the final decision should rest with members, with voting to take place at the AGM.

Declarations of Interest; Conflicts of Interest; Declaration of Conflicts of Interest

24-26: New content

Rationale: Updated per legal advice to take account of the Companies Act 2006. The Act introduced a statutory duty on all company directors to avoid conflicts of interest. The Act therefore requires all directors to (a) declare the nature and extent of any interest in any matter relating to the company and (b) avoid any conflict of interest between that interest and the interests of the company.

BYLAW CHANGES 2014

About the Bylaws

The Bylaws address individual items in more detail and include the rules and regulations of the company/charity. The Bylaws include more references to daily operational matters and procedures. The Bylaws must remain consistent with the Articles. If there is ever an inconsistency then the Articles will always remain superior.

The following comments apply only to the significant changes to the Bylaws, that are not also covered in the article changes summary (e.g. number of trustees). Minor wording changes have been implemented for the sake of clarity, so are not included in this overview. However, members are welcome to seek further clarification on any amended section of the bylaws.

Introduction to Bylaws

New addition

Rationale: To help the reader understand the purpose to the Bylaw.

Board of Trustees

1.1.1: Fifth bullet point – Board composition

Rationale: To reflect recent agreement that the Board will aim to at all times contain one Urologist, one Urogynaecologist/Gynaecologist and one Physiotherapist/Nurse.

1.1.7: Update of Nominations Committee role

Rationale: To clarify the role of the committee.

The General Secretary

1.2.1: Update of duties.

Rationale: To clarify voting rights on committees.

ICS Meetings Committee

2.1.1: Meetings Committee composition updated

Rationale: To reduce the size of the committee as it was felt to be too large. Increased emphasis on Board approval before bids are presented to the membership for voting.

ICS Scientific Committee

2.2: Description of composition and duties deleted and moved to annual meeting guidelines.

Rationale: This is in keeping with other ICS committees and allows for more flexibility in determining the composition and duties of the committee. The Scientific Committee would also retain a terms of reference document which would describe full detail of the committee and its activities.

All other ICS Committees

2.3: Committee names deleted

Rationale: As committees change, as do their names, this information could quickly become out of date. All information is available on the ICS website. A link will be provided in the Bylaws.

2.3.2: Clarification of the Board's role in relation to establishing and dissolving committees

Rationale: Text refined to reduce administrative steps in establishing and dissolving committees. This allows the Board to better facilitate the strategic work of the ICS.

2.3.8: Clarification of committee member joining mid-term

Rationale: Previous text allowed a committee member to be co-opted mid-term and then automatically become a full member at the next AGM. Procedure is now in line with how normal committee members join.

Terms of Office

3: Update of text in line with changes to the Articles.

Rationale: For consistency with Articles and to clarify terms of office.

3.6: A committee member serving two terms is now eligible to be Chair.

Rationale: Allows a natural progression pathway for an experienced committee member.

Election to ICS Posts

4.1.3: Addition that candidates should be in 'good standing'

Rationale: To help ensure candidates are reputable and fitting for ICS office. In good standing is defined as someone who has paid their membership dues and has consistently met the standards set out in the ICS Code of Conduct.

Voting Process for ICS Committee Chairs

4.2: Removal of Single Transferable Voting (STV) when more candidates than positions

Rationale: Consistent with Articles and explanation above. Removing STV to make the ICS voting system more accessible. *An example of the revised voting system is shown in 'Appendix A'*

Voting Process for Trustees

4.3: Details given of revised voting process which removes STV but retains the two round voting process, per UK Company Law.

Rationale: Consistent with Articles and explanation above. Removing STV to make the ICS voting system more accessible.

Votes of Members

5 – 5.11: Revised wording to explain how members vote at an AGM. Detailed instructions added on proxy voting,

Rationale: For improved clarity and proxy voting wording per UK statutory requirements.

ICS Membership

8.1: Revision so the Board decide annual membership fee without approval by membership. Any change is still announced at the AGM.

Rationale: The Board is elected to be responsible for ICS finances so the decision to increase/lower membership fees is appropriately placed with Trustees.

Disclosure of Interest

9.1 – 9.7: Update of text to comply with new wording in Articles. Update of wording for ease of reading.

Rationale: Clarity and consistency with Articles.

Complaints Procedure and Disciplinary process

10.4: New item to confirm previous disciplinary action can be taken into account with any new incidents.

Rationale: To protect the reputation of the ICS against consistent negative or unprofessional conduct.

APPENDIX A

Example of Trustee voting, in accordance with revised Articles and Bylaws

Example scenario:

- Three trustee positions are available on the Board
- Seven applications are received by the 1st April deadline
- This means there are more candidates than positions available and the two round process must take place. A two round process is the most common scenario.

Round 1

- The first round identifies the preferred candidates. ICS members are supplied with a list of the individuals wishing to be appointed. In this case seven.
- Each ICS member is able to vote in favour of such number of candidates as there are number of places on the Board.
- Under this scenario three places are available so three votes can be cast by each ICS member
- Voting is open for six weeks. After the deadline votes are counted by the ICS office.
- Candidates with the highest number of votes up to and including the number of trustee positions available move into the final stage of voting.

Example:

Candidate	Number of votes	Result
<i>One</i>	220	<i>Preferred candidate</i>
Two	54	Unsuccessful
<i>Three</i>	127	<i>Preferred candidate</i>
Four	15	Unsuccessful
Five	75	Unsuccessful
<i>Six</i>	89	<i>Preferred candidate</i>
Seven	23	Unsuccessful

- Candidates ONE, THREE and SIX received the highest numbers of votes so are the three successful candidates that proceed to Round 2. Three candidates proceed as there are three positions on the Board.
- Preferred candidates in Round 1 are announced to the membership.

Round 2

- Following Round 1, the preferred candidates are put forward to formal election at the Annual General Meeting. This a YES/NO vote and is a necessary step in order to comply with UK Company Law.
- Voting takes place online and at the AGM for the three successful candidates.
- The ICS office ensures there are no duplicate votes and then announces the results.
- Candidates are appointed if a majority of ICS members vote in favour of their appointment, i.e. that they have more YES votes than NO votes
- In the rare occasion that a candidate receives more NO votes than YES votes then they are not appointed and the position remains vacant. The Articles allow for a vacant post to be filled by the Trustees on a temporary basis. That person would only be in post until the next AGM.