

International Society for Priorities in Health Constitution



NAME

1. The name of the Society shall be: International Society for Priorities in Health Limited.

OBJECTS

2. The objects of the Society shall be for the benefit of the community to carry on any business and to provide a forum for policy makers, researchers, practitioners and others involved or interested in priority setting in relation to health, with the view to encouraging the exchange of ideas and practical experience, in particular but not exclusively by:

- promoting the application and dissemination of good practices in priority setting;
- promoting informed understanding of priority setting among politicians, policy makers, health professionals, managers, patients, the media and the general public;
- encouraging research and disseminating research findings, and other information or knowledge on priority setting.

POWERS

3. The Society shall have power to do all things necessary or expedient for the fulfilment of its objects provided that, in carrying out its objects, the Society shall promote equality of opportunity for all sections of the community in its own affairs and in society generally; the Management Committee shall also have the following powers:

- The power to appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Management Committee at the time of such appointment;
- The power to authorise expenditures on behalf of the Society from time to time and delegate by resolution to an officer(s) of the Society the right to employ and pay salaries to employees or fees to agents. The Management Committee shall have the power to enter into an agreement with a trust company for the purpose of creating a fund in which the capital and interest may be made available for the benefit of promoting the interest of the Society in accordance with such terms as the Management Committee may prescribe;
- The Management Committee shall take such steps as Members deem requisite to enable the Society to acquire, accept solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Society.

REGISTERED OFFICE

4. The Registered Office of the Society shall be at: The Health Services Management Centre, University of Birmingham, 40 Edgbaston Park Road, Birmingham, B15 2RT.

MEMBERSHIP

5. The first members of the Society shall be the signatories to the application for registration (the "Founder Members"). The Management Committee may at its discretion admit to membership any person or corporate body or the nominee of any unincorporated organisation who supports the objects of the Society and who has paid or agreed to pay the appropriate annual subscription for the time being in force. Upon admission to membership each person or organisation shall be placed in one of the four following categories:

- individual;
- student;
- non-profit making organisation/institution;
- corporate body not eligible for admission under (c) above.

6. All members, regardless of which category they are placed, shall have equal voting rights, powers and privileges.

7. A person who qualifies under Rule 5 above may apply for membership to the Management Committee, and upon acceptance the Society shall issue to them one share certificate and shall enter their name in the register of members. The Management Committee may refuse any application for membership at its absolute discretion.

8. Individuals who are accepted into membership in the first year after the Society's date of incorporation shall be designated as Founder Members. No additional powers or rights shall be held by Founder Members.

9. The Society shall keep a register of members in which the Secretary shall enter the following particulars:

- the name and postal, email and web-site address and telephone number of every member where available;
- a statement that one share only is held by each member;
- the date on which each member's name was entered in the register as a member and the date on which any member ceased to be a member;
- the names and addresses of the Management Committee members and officers of the Society, of the offices held by them respectively, and the dates on which they assumed and vacated office.

10. A copy of these Rules and any amendments made to them shall be made freely available to every member and shall be provided to any other person on demand.

CESSATION OF MEMBERSHIP

11. A member shall cease to be a member if they:

- a) fail to pay any subscription in respect of membership within three months of its falling due, expulsion shall be at the discretion of the Management Committee; or
- b) are expelled from membership in accordance with Rule 13; or
- c) are the nominee of an unincorporated organisation and that organisation replaces them as its nominee or is wound up; or
- d) being an individual, dies; or
- e) being a corporate body, is wound up or goes into liquidation.

12. In the event of an individual who is the nominee of an unincorporated organisation ceasing to be a member under clauses (a), (c) or (e) of Rule 11, the nominating organisation may with the express consent of the Management Committee nominate another individual to membership in their place.

13. A member may be expelled for conduct prejudicial to the Society by a resolution carried by a majority of at least two-thirds of those members voting at a General Meeting of the Society of which due notice has been given, provided that the grounds for expulsion have been specified in the notices calling the meeting and that the member whose expulsion is to be considered shall be given the opportunity to state their case to the meeting. If on due notice having been served the member fails to attend the meeting the meeting may proceed in the member's absence.

14. No member expelled from membership shall be re-admitted except by a resolution carried by a majority of at least two-thirds of those members voting at a General Meeting of which due notice has been given.

GENERAL MEETINGS

15. An Annual General Meeting shall be held within six months of the close of the financial year of the Society, the business of which shall comprise:

- a) The receipt of the accounts and balance sheet and of the reports of the Management Committee and auditor (if any);
- b) The election of Management Committee members (or the announcement of the results of an election if held previously by ballot);
- c) The approval of the annual subscription level as suggested by the Management Committee;
- d) A decision on the application of any surplus in accordance with Rule 66;
- e) The transaction of any other business included in the notice convening the meeting.

- f) All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

16. A Special General Meeting shall be convened either upon an order of the Management Committee, or at the request of ten members of the Society or ten per cent of the membership, whichever is the greater.

17. An Annual or a Special General Meeting shall be called by at least fourteen days' notice in writing posted by the ordinary postal service or delivered by such electronic means to the address, telephone number, email address or web-site of every member recorded in the register of members, specifying whether the meeting is an Annual or a Special General Meeting and stating the time, date and place at which it is to be held. The notice shall contain details of the nature of the business to be transacted, and no business may be transacted at a General Meeting other than that specified in the notices calling it.

18. All meetings of the Society, including the Annual General Meeting, may be held using such electronic means as decided from time to time by the Management Committee, including telephone, email and video-conference. Procedures must be in place to ensure the counting of votes delivered electronically.

19. A notice sent by post or email to a member's registered address shall be deemed to have been duly served forty-eight hours after its posting. The accidental omission to send any notice to or the non-receipt of any notice by any member shall not invalidate the proceedings at the meeting.

20. If the Society has appointed an auditor in accordance with Rule 61 they shall be entitled to attend General Meetings of the Society and to receive all notices of and communications relating to any General Meeting which any member of the Society is entitled to receive. The auditor shall be entitled to be heard at any meeting on any part of the business of the meeting which is of proper concern to an auditor.

PROCEEDINGS AT GENERAL MEETINGS

21. A corporate body which is a member of the Society shall appoint a representative who shall during the continuance of their appointment be entitled to exercise in any General Meeting of the Society all such rights and powers as the member organisation would exercise if it were an individual person. The Society shall require such notification of an organisation's appointed representative as the Management Committee may from time to time decide.

22. No person shall be entitled to vote on any question at a General Meeting other than a member of the Society or the duly appointed representative of a corporate body which is a member.

23. No business shall be transacted at a General Meeting unless a quorum is present (including those attending in person and virtually). Unless and until otherwise decided by the Society in General Meeting, a quorum shall be three members or one-twentieth of the total membership of the Society, whichever is the greater.

24. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned until a day between seven and fourteen days after the date set for the

original meeting, and all members shall be given such notice as is practicable. If at such an adjourned meeting a quorum is not present within half an hour after the time set for the meeting, then the members present shall constitute a quorum.

25. The Chairperson of the Society shall preside at every General Meeting. In the event of their absence or unwillingness to act, the Deputy Chairperson shall preside, in the event of their absence or unwillingness to act, the members present shall choose one of their number to be Chairperson of the meeting.

26. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given as in the case of the original meeting; otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

27. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, or such other way which is viable electronically, unless a secret ballot is, before or on the declaration of the result of the show of hands, demanded by at least five members. Unless a secret ballot be so demanded, a declaration by the Chairperson that a resolution has been carried or lost with an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportions of the votes recorded in favour or against such resolution.

28. If a secret ballot is duly demanded it shall be taken in such a manner as the Chairperson directs, provided that no member shall have more than one vote, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.

29. The demand for a secret ballot shall not prevent the continuance of a meeting for the transaction of any other business than the question upon which a ballot has been demanded. The demand for a secret ballot may be withdrawn.

30. Every member shall hold one vote only on each question to be decided at a General Meeting. Except where otherwise specified by these Rules or by the Act, questions shall be resolved by a simple majority of votes cast.

31. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chairperson shall have a second or casting vote.

AMENDMENTS TO RULES

32. Any of these Rules may be rescinded or amended or a new Rule made by a vote of two-thirds of members of the Society voting at a General Meeting of which fourteen clear days' prior notice has been given, such notice to include details of the change(s) to be proposed at that meeting.

33. No amendment of Rules is valid until registered by the Financial Services Authority.

MANAGEMENT COMMITTEE

34. The Society shall have a Management Committee comprising not less than ten and not more than fourteen persons, made up as follows:

- up to thirteen persons elected by and from the membership at the Annual General Meeting, including the Chairperson, Deputy Chairperson, Treasurer and such other honorary officers so appointed;
- the immediate past Chairperson in an ex-officio capacity.

35. At no time shall there be more than four Management Committee members from the same country. Procedures for elections/nominations to provide for equitable geographic and occupational representation shall be established by the Management Committee under Rule 68.

36. The initial Management Committee of the Society from incorporation until the first Annual General Meeting shall be appointed by the Founder Members.

37. A Management Committee member shall, subject to Rule 39 below, hold office for a term of two years (one term) at which point they shall retire. Retiring Management Committee members shall be eligible for re-election for a maximum period of six years (three consecutive terms). A Management Committee member who has served for three consecutive terms shall not be eligible for re-election for a further two years, unless such a member has been elected Chairperson, Treasurer, or Deputy Chairperson.

38. New Management Committee members shall be elected in accordance with such procedures as may be adopted by the Society from time to time, provided that only members of the Society and representatives of organisations which are members may stand for election, or nominate persons to stand for election to the Committee.

39. The Management Committee may at any time co-opt any member of the Society or the representative of an organisation which is a member to fill a casual vacancy in the Committee, provided that at no time shall more than one-third of the members of the Management Committee be co-opted members. A casual vacancy shall be deemed to exist if the number of Management Committee members should drop below the minimum prescribed in these Rules or below the number elected at the preceding Annual General Meeting.

40. In the event that the size of the Management Committee should drop below the minimum number of members prescribed in these Rules, the members of the Management Committee may act to increase their number or to call a General Meeting of the Society, but for no other purpose.

41. Such members elected under Rule 39 above shall serve until the next Annual General meeting following their appointment, at which stage they shall be eligible to stand for further election. The time served in order to fill the casual vacancy shall not count towards the length of time served under the provisions of Rule 37.

42. A Management Committee member shall declare an interest in any contract or matter in which they have a personal material or financial interest, whether directly or indirectly, and shall not vote in respect of such contract or matter except where that interest is shared with a majority of the other members of the Committee.

43. Management Committee members shall only be entitled to fees or remuneration for services actually rendered to the Society, whether as employees or otherwise, and a report shall be submitted to each AGM on any fees or remuneration paid.

44. Management Committee members may be paid all reasonable and proper expenses incurred by them in attending and returning from meetings of the Management Committee or in connection with the business of the Society.

45. The office of Management Committee member, including the Past Chairperson post, shall be immediately vacated if they:

- resign their office in writing to the Society; or
- die, if an individual, or are wound up, if a corporate body; or
- cease to be a member of the Society for any reason whatsoever (or are the representative of a corporate body which ceases to be a member); or
- are removed from office by a majority vote of the Society in a General Meeting, the notices for which specified that the question of the Management Committee member's removal was to be considered; or
- in the opinion of a majority of the Committee, fail to declare their interest in any contract as referred to in Rule 42; or
- are absent from three successive meetings of the Management Committee during a continuous period of twenty four months without special leave of absence from the Management Committee and the a majority of the Committee decides that they have by reason of such absence vacated office; or
- become bankrupt or, in the opinion of a majority of the Committee, incapable on medical or psychological grounds of carrying out the functions of a Management Committee member.

HONORARY OFFICERS

47. The members of the Society shall elect a Chairperson, Deputy Chairperson, Secretary and Treasurer of the Society from amongst the members of the Management Committee, using procedures agreed by the members under Rule 68. The Chairperson, Deputy Chairperson, and Secretary shall serve for no longer than two terms of two years. The Treasurer may exceptionally serve for more than two terms of two years in case there are no alternative UK-based candidates. The office of Chairperson cannot be held for more than two consecutive terms by persons from the same country. Any honorary officer so appointed may be removed or replaced by a majority vote of the Management Committee at any time, or by a majority vote of the members at a Special General Meeting the notices for which specified that the matter was to be raised.

POWERS AND DUTIES OF THE COMMITTEE

48. The business of the Society shall be managed by the Management Committee who may pay all expenses of the formation of the Society as they think fit and may exercise all such powers of the Society as may be exercised and done by the Society and as are not by statute or by these Rules required to be exercised or done by the Society in General Meeting, including the setting of annual subscriptions for members.

49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society shall be signed, drawn, accepted, endorsed, or otherwise executed in such manner as the Management Committee shall from time to time direct.

50. The Management Committee may delegate any of its functions to sub-committees made up of members of the Management Committee and such other persons as it sees fit. Any sub-committee so formed shall in the exercise of its powers conform with any regulations imposed upon it by the Committee, which shall always include the requirement for regular and prompt reports back to the Committee.

PROCEEDINGS AT MANAGEMENT COMMITTEE MEETINGS

51. The Management Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The Secretary or Chairperson shall at the request of two or more Management Committee members summon a meeting of the Management Committee at any reasonable time by giving all Management Committee members reasonable notice of the date, time and venue for the meeting and the general nature of the business to be considered.

52. Unless and until otherwise decided by the Society in General Meeting, the quorum necessary for the transaction of business at a Management Committee meeting comprises a majority of members. Either the Chairperson or the Deputy Chairperson must take part for the meeting to take place.

53. At every Management Committee meeting the Chairperson shall preside, but in the event of their absence or unwillingness to act the Deputy Chairperson shall preside, in the event of their absence or unwillingness to act, the members present shall choose one of their number to be Chairperson of the meeting.

54. The Management Committee shall cause proper minutes to be made of all the proceedings of the Society, of the Management Committee and of any sub-committees. All such minutes shall be open to inspection by any member of the Management Committee at all reasonable times.

55. Questions arising at Management Committee meetings shall be decided by a majority of votes of those present. In the event of a tied vote the Chairperson shall have a second or casting vote.

56. The Management Committee may invite such persons as they think fit to their meetings, including representatives of those countries not represented on the Management Committee. Such observers may have speaking rights but shall have no voting rights.

EXECUTIVE COMMITTEE

57. There shall be an Executive Committee composed of the Honorary Officers, and chaired by the Society Chairperson. The Executive Committee shall exercise such powers as are authorised by the Management Committee, reporting procedures shall be drawn up by the management

Committee. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

58. Meetings of the Executive Committee shall be held at any time to be determined by the Chairperson of the Committee. A majority of members of such Committee shall constitute a quorum.

SHARE CAPITAL

59. The shares of the Society shall be neither transferable nor withdrawable, shall carry no right to interest, dividend or bonus, and shall be forfeited and cancelled on cessation of membership from whatever cause, and the amount paid up on such cancelled shares shall become the property of the Society. Each member shall hold one share only in the Society.

BORROWING

60. The Society shall have power to borrow money for the purposes of the Society, including the issue of loan stock, providing that the amount owed shall not exceed £10,000,000.

- a) The Society shall have power to mortgage or charge any of its property, including the assets and undertakings of the Society, present and future, to issue debentures and other securities for money borrowed or for the performance of any contracts of the Society or bodies having dealings with the Society.
- b) The rate of interest on money borrowed, except on money borrowed by way of bank loan or overdraft or on mortgage from a Building Society or Local Authority shall not exceed 6 ½% per year or 3% above the base lending rate of the Society's bankers from time to time, whichever is the higher.
- c) The Society may receive from any persons donations or loans free of interest towards its work. The Society shall not accept deposits.

AUDITORS

61. Subject to clause (b) below, the Society shall appoint in each financial year an auditor qualified under section 83 of the *Co-operative and Community Benefit Societies Act 2014, Chapter 14* to audit the Society's accounts and balance sheet for the year.

- a) The Society shall be exempt from the obligation to appoint a qualified auditor if during the preceding financial year it met such criteria regarding low levels of income and/or expenditure or other factors as to qualify it for statutory exemption from the need to appoint qualified auditors (per section 84 of the Act).
- b) The members of the Society shall in general meeting vote every year to allow the Society to apply the audit exemption. Such a resolution will be deemed to have been passed if less than twenty per cent of the total number of votes cast are against the resolution and less than ten per cent of the members of the Society cast their votes against the resolution.
- c) None of the following persons shall be appointed as auditor of the Society:
 - i. an officer or employee of the Society;

- ii. a person who is a partner or employee of or who employs an officer of the Society.
- d) The first appointment of an auditor shall be made within three months of the registration of the Society and shall be made by the Management Committee if no General Meeting is held within that time. The Management Committee may appoint an auditor to fill a casual vacancy occurring between General Meetings. Except as specified in these cases, every appointment of an auditor shall be made by a resolution of a General Meeting of the Society.
- e) An auditor for the preceding financial year shall be re-appointed as auditor of the Society for the current financial year unless:
 - i. a resolution has been passed at a General Meeting appointing someone else as auditor or providing expressly that they shall not be re-appointed; or
 - ii. they has given notice in writing to the Society of their unwillingness to be re-appointed; or
 - iii. they are ineligible for appointment as auditor of the Society for the current financial year; or
 - iv. they have ceased to act as auditor of the Society by reason of incapacity.
- f) Any resolution of a General Meeting of the Society either to remove an auditor from office or to appoint another person as auditor shall not be effective unless notice of the proposed resolution has been given to the Society at least twenty-eight days prior to the meeting at which the resolution is to be considered. At least fourteen days' notice of such resolution must then be given to members of the Society in the manner prescribed in Rule 15 and in writing to the auditors.

ANNUAL RETURN

62. Every year and within the period prescribed by statute, the Treasurer shall send to the Financial Services Authority the annual return, in the form prescribed by the Financial Services Authority, relating to its affairs for the period required by the Act to be included in the return together with:

- a copy of the report of the auditor on the Society's accounts for the period included in the return or a copy of such other report (if any) as is required by statute for such period and;
- a copy of each balance sheet made during that period and of the report (if any) of the auditor or other appropriate person as required by statute on that balance sheet.

63. The Society shall on demand supply free of charge to any member, or to any person with an interest in the funds of the Society, a copy of the latest annual return together with a copy of the auditor's report on the accounts and balance sheet contained in the return.

64. The Society shall at all times keep a copy of the latest balance sheet of the Society, together with a copy of the corresponding auditor's report, hung up in a conspicuous place at the registered office and posted on the Society's website.

PROCEEDINGS ON DEATH OR BANKRUPTCY OF A MEMBER

65. Upon a claim being made by the personal representative of a deceased member or the trustee in bankruptcy of a bankrupt member to any property in the Society belonging to the deceased or bankrupt member, the Society shall transfer or pay such property to which the personal representative or trustee in bankruptcy has become entitled as the personal representative or trustee in bankruptcy may direct them.

- a) A member may in accordance with the Act nominate any individual or individuals to whom any of their property in the Society at the time of their death shall be transferred, but such nomination shall only be valid to the extent of the amount for the time being allowed in the Act. On receiving a satisfactory proof of death of a member who has made a nomination the Society shall, in accordance with the Act, either transfer or pay the full value of the property comprised in the nomination to the person entitled thereunder.

APPLICATION OF SURPLUS

66. Any surplus generated by the Society shall be applied as follows, in such manner and in such proportion as the members may decide at the Annual General Meeting:

- o to making payments for social and charitable purposes.

INVESTMENT OF FUNDS

67. The Society may invest any part of its funds in the manner set out in Section 27 of the Co-operative and Community Benefit Societies Act 2014, Chapter 14.

REGULATIONS

68. The Society in General Meeting or the Management Committee may from time to time make, adopt and amend such regulations in the form of bye-laws, standing orders, secondary rules or otherwise as they may think fit for the management, conduct and regulation of the affairs of the Society and the proceedings and powers of the Management Committee and sub-committees. No regulation shall be made which is inconsistent with these Rules or the Act. All members of the Society and the Management Committee shall be bound by such regulations whether or not they have received a copy of them. Such regulations shall be posted on the Society's website.

DISSOLUTION

69. The Society may be dissolved by the consent of three-quarters of the members by their signatures to an instrument of dissolution, or by winding up in a manner provided by the Act. If on the winding up or dissolution of the Society any of its assets remain to be disposed of after its liabilities are satisfied, these assets shall not be distributed among the members, but shall be transferred instead to some other non-profit body or bodies subject to at least the same degree of restriction on the distribution of surpluses and assets as is imposed on this

Society by virtue of these Rules, as may be decided by the members at the time of or prior to the dissolution.

DISPUTES

70. In the event of a dispute between the Society or its Management Committee and a member of the Society or a former member, such dispute shall be referred to an independent arbitrator whose appointment is acceptable to both parties to the dispute. The decision of such an arbitrator shall be binding. In the event that a dispute cannot, for whatever reason, be concluded by reference to an arbitrator, the matter may be referred to the County Court (or in Scotland, to the Sheriff).

INTERPRETATIONS

71. In these Rules, “the Act” refers to the Co-operative and Community Benefit Societies Act 2014, Chapter 14 or any Act or Acts amending or in substitution for it for the time being in force. Any reference to the Chief Registrar, Registrar, Central Office or the Registry of Friendly Societies includes reference to the Financial Services Authority or such other statutory successor carrying on the relevant function of any of them.