

# Bylaws of the British Association for Surgery of the Knee (BASK)

6<sup>th</sup> December 2020

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6<sup>th</sup> December 2020

## 1. General Comments

1.1 This set of bylaws is compiled to reflect the old BASK constitution and amendments to the working practices, organisation and structure of the association that have occurred over time. They are meant to co-exist with the new provisional BASK constitution (November 2020) that has been drawn up to facilitate application to the Charity Commission for BASK to become a Charitable Incorporated Organisation- Association type (CIO-A).

1.2 This document refers to the Executive Committee and post holders on that committee, whereas Charity Commission documentation refers to Trustees - terms that we consider synonymous (subject to the provision that the Executive Committee may consider appointment of non-Executive Trustees in future).

1.3 Once approved by the Executive Committee, bylaws will remain the working rules of the Executive Committee, Members and BASK unless specific changes are proposed, and agreed on, by the Executive Committee (see voting rules below).

1.4 An up-to-date version of bylaws and constitution shall be handed to each new member of the Executive on appointment. The bylaws will be reviewed annually by the Executive committee and updated or confirmed as still valid.

## 2. Members

### 2.1 Categories of membership

The Executive Committee may choose to create additional membership categories from time to time and will then set the application process, obligations, rights and fees of such membership categories

#### 2.1.1 Full Members

- a. Application for full membership can be considered from Consultant Orthopaedic Surgeons who have a substantial proportion of their practice dedicated to knee surgery.
- b. It is expected that members will regularly attend BASK meetings.
- c. Full members will have the right to vote at the AGM on matters that are eligible to be brought to a membership vote as defined in the constitution (changes to constitution, exclusion of an executive members, decision to wind-up the organisation, motions that the executive committee wish to bring to a members vote or a motion brought by >10% of the membership for voting).
- d. Membership fees will be £230 p.a.
- e. Members who have paid their annual fee are entitled to the additional membership benefits of a free one year's subscription to The Knee for that year (paper or electronic as determined by the executive committee) and free registration for the annual meeting. Additional

activities at the meeting e.g. dinner or golf are not included. Should the member not wish to receive the subscription or not attend the annual meeting, they are not entitled to any refund of membership fee. If a members does not receive their journal subscription, through no fault of BASK, they are not entitled to a refund.

- f. Full members, who would ordinarily be expected to attend the Annual Meeting, are not entitled to any re-imbusement of expenses if they are asked to attend the meeting for the purpose of giving a lecture, chairing a session or contributing to the meeting programme.

#### 2.1.2 Emeritus Members

- a. Full members, on retirement from clinical practice, are allowed to apply for this membership category. If approved by the Executive, they are exempt from membership fees. They are entitled to vote at the AGM on matters that are eligible to be brought to a membership vote, as defined by the constitution (changes to constitution, exclusion of an executive member, decision to wind-up the organisation, motions that the executive committee wish to bring to a members vote or a motion brought by >10% of the membership for voting). They are entitled to a reduced registration fee for the annual meeting, which will be determined by the Executive Committee on an annual basis. Additional activities at the meeting e.g. dinner or golf are not included. They are not entitled to the free subscription to The Knee journal.
- b. Emeritus members are not required to pay an annual subscription but will be contacted annually to ensure that BASK contact details remain up to date and to ensure they wish to continue their membership.

#### 2.1.3 Honorary Members

- a. Honorary membership can be awarded to prominent international knee surgeons or associated professionals (e.g. engineers), who are thought to be worthy of such recognition by the Executive Committee. They will not pay a membership fee. They will not be eligible to attend the AGM or vote. They will not be entitled to a free subscription to The Knee. They are entitled to the reduced meeting registration fee, should they occasionally attend the annual meeting.
- b. Honorary members are not required to pay an annual subscription but will be contacted annually to ensure that BASK contact details remain up to date.

#### 2.1.3 Associate Members

- a. Associate membership is open to orthopaedic trainees in their final years of registrar training and those at Knee Fellow level, who have shown interest in pursuing a consultant practice with a substantial proportion of knee surgery. They should have shown commitment to the sub-speciality by publishing or presenting on a knee topic at a meeting in the United Kingdom or an international meeting.

- b. They will need to apply for membership with a covering letter and curriculum vitae. Their application must be Proposed and Seconded by two Full Members. Approval for membership will be by a majority vote of the Executive committee and will usually occur once a year at the time of the AGM. With the agreement of the Executive Committee, applications could be considered at another business meeting of the Executive Committee.
- c. Associate members will no longer be eligible for this category of membership when they complete their training and would be expected to apply for Full Membership.
- d. Associate Members can attend the AGM but are not eligible to vote.
- e. Associate Members are not allowed to apply for posts on the Executive Committee.
- d. Associate members will be required to pay a membership fee. This year it is set at £100. This fee is calculated annually based on the cost of The Knee subscription and BASK's basic costs of the annual meeting. Associate Members who have paid their annual fee are entitled to the additional membership benefits of a free one year's subscription to The Knee for that year (paper or electronic as determined by the executive committee) and free registration for the annual meeting. Additional activities at the meeting e.g. dinner or golf are not included. Should the member not wish to receive the subscription or not attend the annual meeting, they are not entitled to any refund of membership fee. Should the member not receive the journal subscription, through no fault of BASK, they are not entitled to a refund.
- e. Should issues arise that relate to Orthopaedic Training, the Executive Committee will consult with representatives of BOTTA (British Orthopaedic Trainees Association) and BASK's associate members.

#### 2.1.4 Affiliate members

- a. This is currently not an existing form of membership but may be introduced within the next year.
- b. Individuals, who are members of affiliated societies that share common interests with BASK (e.g. Arthroplasty Care Practitioners, Physiotherapists etc) would be eligible to apply for this category of membership.
- c. Membership fees would be set annually. Affiliate members would be eligible for reduced registration fees for BASK meetings.
- d. Affiliate members would not be entitled to a free subscription to The Knee journal.
- e. Affiliate members are not entitled to vote at the AGM and are not eligible to apply for posts on the Executive Committee.

## 2.2 Duties of Members

- 2.2.1 It is the duty of all members to conduct themselves in accordance with the objectives of the association and to not do anything to bring the reputation of the organisation into disrepute.

- 2.2.2 All members are obliged to keep the secretary of the organisation informed of up-to-date contact information (including electronic). Email and the organisation website will be the main means of communication with members. It will be assumed that members, by providing email details, agree to be contacted in this way regarding details of meetings and membership votes. The organisation will not be held responsible if, by failing to provide a valid email address, a member misses out on meetings or membership votes. Members may be contacted by email regarding other BASK-related issues unless they specifically state that they do not want to be contacted.
- 2.2.3 Members are expected to pay the annual membership fees that are decided for their category of membership.

### 2.3 Application process/Cessation of Membership

- 2.3.1 Membership is open to individuals interested in any aspect of knee surgery and willing to comply with the obligations, bylaws and constitution of the organisation. The Executive committee will determine which category of membership an applicant is allowed to apply for, based on their profession and stage of career. Applicants should supply a covering letter of application, a Curriculum Vitae and should be proposed and seconded by Full Members of the organisation. Applicants will normally be approved annually around the time of the Annual General Meeting, but could also be considered at other business meetings of the Executive Committee, at their discretion.
- 2.3.2 Full members who wish to become Emeritus members upon retirement, do need to apply to the Executive Committee, so that their membership details can be updated. They do not need to provide a curriculum vitae or have a proposer or seconder. It is expected that all these applications would usually be accepted providing that the applicant can confirm that they have retired.
- 2.3.3 A member can have their membership revoked by a unanimous vote of the Executive Committee. A member excluded in such a way is not entitled to a refund of their membership fee.
  - a. This may occur if the Executive Committee are aware, or have brought to their attention by members, that the member in question has seriously breached the objects of the organisation or brought its name into disrepute. This may also occur if a member defaults on their payment of membership fee and does not respond to a direct request for such payment for 6 months.
  - b. Details of the removal and appeals process are documented in the constitution.

## 3 Executive Committee

- 3.1 The constitution allows for a minimum of 6 and a maximum of 18 Executive Committee members. Usually 10 – 14 members are in post at any given time but the Executive Committee can choose not to re-appoint to posts as committee members retire by rotation, or can choose to increase the number of posts within the maximum limits set in the constitution. Executive Committee members can be removed from the committee according to clause 15 of the constitution, but will normally retire at the end of their term of office.
- 3.2 All Executive Committee members are expected to play an active role in the running of BASK and the achievement of its objects. Attendance at the 4 main business meetings each year is expected.

### 3.3 Composition of committee

- 3.3.1 The core officers of the organisation shall usually be the:
- a. President, the Immediate Past-President and the President-Elect
  - b. Secretary
  - c. Treasurer
  - d. Education Secretary
  - e. Research Lead
  - f. Editorial Secretary
  - g. Other Executive Members without Portfolio

3.3.2 Current post holders:

- a. President:
- b. Immediate Past-President:
- c. President-Elect:
- d. Secretary:
- e. Treasurer:
- f. Education Secretary:
- g. Research Lead:
- h. Editorial Secretary:
- i. (Early year Member)
- j. (Early years Member)
- k. (Webmaster)
- l. (Coding)

3.3.3 Terms of office

- a. Posts b),c),d),e),f) mentioned in 3.3.1 shall be appointed for 3 years. The individual in post will not normally have their term extended and they will not normally be eligible for re-election to that post.
- b. Posts under g) mentioned in 3.3.1 shall be appointed for 2 years. The individual in post will not normally have their term extended and they will not normally be eligible for re-election to that post.
- c. Should the Executive Committee choose to appoint non-Executive Trustees in future, the number of posts and terms of office will be decided by the Executive Committee.

### 3.4 Description of posts and duties

- 3.4.1 President:
- a. The successful applicant for the role of President will be appointed to a “Presidential line”. Timing of the advertising for this post, should allow for the President -Elect to be appointed a year before they are due to become President.
  - b. The applicant for President is normally expected to have previously held one of the core Executive Committee posts named in b),c),d),e)& f) above in 3.3.1.
  - c. The President will serve a 2-year term and will not normally be eligible for re-election to this post.
  - d. At the end of the 2-year term, the President will move to the position of Immediate Past-President, which they will hold until the new incumbent President completes their term of office.
  - e. The President, or their nominated deputy, will be expected to Chair all meetings of the Executive Committee and the AGM.
  - f. The President, or their nominated deputy, will be expected to represent BASK on committees of related organisations ex-officio or at their request from time to time e.g. BOA committees, NJR MAC, BOA Specialists Societies Committee.
  - g. The President is expected to liaise with other local or international orthopaedic or knee societies for the benefit of BASK members and in accordance with the objective of BASK.
- 3.4.2 Immediate Past-President:
- a. This role should provide support for the President and allow completion of certain projects that may have been started during their term as President.
  - b. May be asked to deputise for the President by chairing meetings or sitting on committees at the request of the President.
  - c. The Immediate Past-President will remain in this role until the incumbent President completes their 2-year term of office and rotates into this Immediate Past-President role.
- 3.4.3 President-Elect:
- a. This role should allow the President-Elect to gain experience in the running of BASK.
  - b. They are expected to provide support for the President.
  - c. They may be asked to deputise for the President by Chairing meetings or sitting on committees at the request of the President.
  - d. The term of office is for one year, following which they will assume the President role, once the incumbent President reaches the end of their term of office.
- 3.4.4 Secretary:
- a. The Secretary is responsible for providing oversight of the administrative duties of BASK and the Executive Committee and society meetings.
  - b. They are expected to keep detailed minutes of all business meetings of the Executive Committee and the AGM. They are expected to present each new Executive Committee member with

a copy of the constitution and bylaws. They are expected to present the bylaws to the executive committee on a yearly basis for ratification or updating. Records of minutes, constitution and bylaws should be kept in an electronic, safe but accessible form to allow continuity of BASK documentation to successive secretaries and Presidents.

- c. Co-ordinate applications for Executive posts. Keep members lists and contact details up-to-date, with assistance of the Treasurer and any administrative support staff. It is expected that one of the Members-without-Portfolio will also be tasked with helping the secretary with membership records and enquiries.

#### 3.4.5 Treasurer:

- a. Is responsible for engaging accountants to keep the financial records of BASK up-to date and for the completion of returns or documentation as may be required by the Charity Commission or HMRC.
- b. Should present a detailed financial statement, including balance sheet, to the membership at the Annual General Meeting.
- c. Should have input into any planned expenses of BASK and be aware of BASK's income and expenditure to allow financial planning to best further the objects of the organisation. This should involve input into decisions regarding: membership fees, costs of annual meetings, financial support available for working groups, Fellowships, awards, Executive expenses, costs of inviting guest speakers to meetings.

#### 3.4.6 Education Secretary

- a. Should consider furthering the objects of the society with regard to education for BASK members and the wider knee community.
- b. Should have input into the content of the annual BASK scientific meeting and sessions that BASK is asked to deliver at other meetings such as the BOA.

#### 3.4.7 Research Lead

- a. Should aim to promote a strategy for knee research that addresses questions important to our membership and tries to facilitate involvement of our members in research.
- b. Should have input into the content of the annual BASK scientific meeting and sessions that BASK is asked to deliver at other meetings such as the BOA.

#### 3.4.8 Editorial secretary

- a. This is a position that is a BASK Executive appointment to the Executive Committee, but it is a position that is usually held by the Editor of The Knee journal providing they are a BASK member and approved by the Executive Committee. The position of Editor of The Knee is an appointment by Elsevier Publishers, who could potentially appoint an Editor who was not a member of BASK and who therefore would not be eligible to sit on the Executive Committee. In such a case, the Executive Committee will appoint

an Editorial Secretary, who is a member of BASK and who will normally be a member of the Editorial Board of The Knee. Their role will involve liaising with the Elsevier-appointed editors on matters concerning BASK. Where there are multiple editors of the Knee Journal, who are also members of BASK, the Executive Committee will decide by majority vote, which editor takes up the position on the Executive Committee.

- b. The term of office of this post will depend on the issues mentioned above. The Executive Committee member acting only as Editorial secretary will have a 3-year term and will not normally be considered for an extension of this term or re-election to this post. This term may be shortened if a new Editor of the Knee is appointed, who is also a BASK member, in which case the Executive Committee will vote on who should be on the Executive Committee. If an Editor of the Knee is also a BASK member, they would usually be expected to fill the Executive Committee post of Editorial Secretary but this needs to be approved by the Executive committee. In this scenario, the post on the executive Committee could be extended providing the member remains Editor of the Knee and a member of BASK, but this arrangement would be reviewed every 2 years.

#### 3.4.9 Other Members-without-Portfolio

- a. The naming of these posts is kept broad to allow flexibility for BASK to allocate tasks to Executive Committee members with specific skills as the need arises. These posts also serve to allow access to more members to serve on the Executive Committee and allow younger members to experience the workings of the organisation with a view to possible later interest in the main office-holder posts.
- b. These posts currently include:
  - a. Two positions named as Early Years Representatives. These posts are open to applicants in the first 5 years as a consultant. They are appointed to a 2-year posts with a staggered start time so that there is one new executive committee member each year.
  - d. One post currently designated as Webmaster with a task to provide a working website that meets the requirements of the Executive Committee and membership. Duties include aiding the Secretary with posting information on the website and disseminating emails to membership. Once the website is developed and run by an administrator, this role could be re-purposed as a general member-without-portfolio.
  - e. One post currently designated as Coding Representative. This post was defined during a period when multiple coding changes occurred that had an effect on our

- membership. If that situation changes, this role could be re-purposed as a general member-without-portfolio.
- f. One post currently designated as Member-at-Large. This post current serves to help the Secretary and Treasurer keep membership lists and contact details up-to-date and serve as a point of contact for members.

#### 4. Voting

- 4.1 An Executive Committee meeting shall be deemed to be quorate for voting purposes, if 4 of the committee or the number nearest to one third of the total number of Executive Committee members (whichever is greater), are present. This meeting may be face-to-face or virtual.
- 4.2 Voting on applications to the Executive Committee posts will be decided by simple majority vote of the Executive Committee present at a properly convened business meeting of the Executive Committee. If the vote is tied, then the President has an additional casting vote.
- 4.3 All other decisions on which the Executive committee is allowed to vote, will also be by simple majority, unless specifically stated to the contrary in the constitution (e.g. extending a committee member's post beyond their normal term of office or re-appointing a committee member to the same post again, requires a unanimous vote of the Executive committee.) If the vote is tied, then the President has an additional casting vote.
- 4.4 As defined by the Charity Commission constitution guidance and in the BASK constitution (11.5.2) a quorum for an AGM requires 10% of the membership. Apart from "Decisions that need to be taken in a particular way" as defined in clause 10.4 of the constitution, motions taken to a membership vote at an AGM will be taken by a majority vote either by show of hand, poll, electronic vote or postal vote as determined by the Executive Committee and following the constitution.
- 4.5 Summary of the Charity Commission constitution guidance on "Decisions that need to be taken in a particular way" defines that a motion can be called with 10 days' notice and that a vote to amend the constitution need a members' vote with 75% in favour. A vote to remove a Trustee requires a members' vote of 2/3rds majority. A vote to wind-up the organisation either requires a 75% vote in favour or no objections to a motion worded in favour of winding-up the organisation.

#### 5. Meetings

- 5.1 The Executive Committee plan to have 4 regular business meetings each year. One meeting will be at the time of the annual scientific meeting, which is usually the time at which the AGM will also be held. Another meeting is usually timed to coincide with the annual BOA meeting. The remaining 2 meetings are spaced evenly during the year.
- 5.2 More frequent meetings are likely to be necessary regarding specific topics or issues that arise. These will usually be called with 6 weeks' notice if attendance

is required face-to-face, but usually 2 weeks' notice will be given for virtual meetings and the Secretary will endeavour to find dates that suit most of the committee. These will still constitute proper business meetings of the Executive Committee.

- 5.3 The main Scientific Meeting will usually be held annually in the Spring. Meeting dates, content and organisation will be determined by the Executive Committee.
- 5.4 In addition, educational and re-validation sessions at the British Orthopaedic Association (BOA) annual meeting, will normally be organised by BASK at the request of the BOA.

## 6. Working groups

- 6.1 BASK may choose to appoint working groups to develop particular content, guidance or information for members. These working groups may be given a working budget in discussion with the secretary and the rest of the Executive Committee. Currently working groups have been allowed a £5000 budget, but this needs to be discussed in advance, and may be increased if required and supported by the Executive Committee.
- 6.2 It is anticipated that working groups will be disbanded once they have achieved their intended purpose.
- 6.3 Each working group should contain at least one Executive Board member and the outputs from the working groups should come back to the Executive Committee for approval before wider dissemination or publication.
- 6.4 Working groups nearing completion of their intended purpose include: Meniscal Working Group, Combined BASK/BSCOS ACL Injury Working Group. Current active groups include: Revision Knee Working Group, Patellofemoral Working Group and ACL Injury Prevention Groups.

## 7. Fellowships/Grants

- 7.1 The Executive Committee can choose to grant Research or Travelling fellowships depending on available BASK funds or potential support from industry. These positions will be advertised to BASK members or Orthopaedic Trainees (as appropriate) and will be appointed by a panel normally consisting of the President, Research Secretary and Education Secretary or their nominated representatives.
- 7.2 Research Fellowships will normally be supervised by a BASK member and will follow a topic or theme that is of interest to BASK and fits in with the BASK research strategy.

## 8. Awards

- 8.1 The President may select a trainee recipient of the President's Medal each year, with input from the Executive Committee. This is usually given to the Orthopaedic Trainee deemed to have made the greatest contribution to

BASK each year or to have delivered the delivered the best paper at the annual meeting.

- 8.2 Subject to funding from industry other awards may be given at the annual scientific meeting relating to the best poster or presentation.
- 8.3 Subject to funding from industry other awards may be available e.g. recent awards for most cited or most downloaded article from The Knee.
- 8.4 President's medals or Plaques can be awarded to BASK members or Overseas Guest Lecturers or eminent knee surgeons as recognition of their contribution to knee surgery or to BASK. Number of awards each year will be subject to discussions about cost of the awards.

## 9. Equality and diversity

- 9.1 The BASK Executive Committee will produce an Equality and Diversity Strategy Document to which all members of the BASK Executive Committee will be expected to adhere. This document will form part of the appendix to the bylaws of the organisation. It will be reviewed and updated annually. Part of this process may involve a diversity questionnaire being sent to members.
- 9.2 BASK aims to provide equality, fairness and respect for all members and not unlawfully discriminate under the details within the Equality Act 2010.
- 9.3 The Executive Committee, in selecting individuals for appointment as Executive Committee members or working groups, must have regard to the skills, knowledge and experience needed for the effective administration of the organisation.

## 10. Appendix

- 10.1 Equality and Diversity Strategy document to be added when approved by the Executive Committee

Approved as the current bylaws of the British Association for Surgery of the Knee



Andrew Porteous

BASK President

Alexander Dodds

BASK Secretary

Date: 6<sup>th</sup> December 2020

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