

New Members Guide to BAUN

www.baun.co.uk

Overview

The purpose of this document is to explain the structure and function of the British Association of Urological Nurse (BAUN). It aims to tell you what you need to know about the organisation and its range of operations and activities with the clear intention of encouraging involvement in participating either as a member of Trustee or as an officer of the Association. It seeks to provide a basic but comprehensive understanding of BAUN and act as a reference for anything at a general level that you might want to know about the Association.

BAUN Trustee are a friendly approachable team who will be only too happy to answer any questions you may have about the expectations, roles and responsibilities of working on Trustee. Working as part of BAUN Trustee is time consuming, unpaid and demanding however it's exhilarating, interesting, career and personally enhancing. A reward of being on BAUN Exeutive is professional development, networking, team working and personal satisfaction.

BAUN Trustee members –voted into office

Starting at the top of the organisation is BAUN Trustee, consisting of a maximum of 11 members of whom three are honorary officers. The honorary officers are the President, the Secretary and the Treasurer.

The President is elected by all members with voting rights – full members only.

The Secretary and Treasurer are elected by the BAUN Trustee members.

Each can serve a maximum of two terms in office.

Other BAUN Trustee members

Other BAUN Trustee roles are elected by BAUN Trustee members to include the following:

- Professional development & Education group
- Conference Organising Group (COG)
- Finance and business planning and writing
- Guideline writing
- Website + Social Media
- Membership

All BAUN Board members have key responsibilities

- 1) They are all company directors under the Companies Act
- 2) They are all trustees under the Charities Act
- 3) They are responsible for ensuring that the Association is run in line with the rules and regulations stated in the Constitution.

Memorandum and Articles of Association

In the first instance, the guiding document for BAUN Trustee (sometimes called the governing document) is the constitution. The BAUN constitution is called a *Memorandum and Articles of Association*. This is the name of the constitution given to a limited charitable company and this defines the legal status of BAUN. This legal status allows BAUN to hold a credit card, sue or be sued as an organisation and conduct the normal affairs of a business.

The advantage of being a limited company is that this legal status safeguards BAUN members' personal liability in the event of the dissolution or bankruptcy of the Association. BAUN as a company is limited by guarantee which means, that if it does go bankrupt, then each member is liable to pay a maximum of £10.00 into the Association's assets to help pay off any debts or creditors. This rule applies to all members (members are also sometimes described as subscribers) up until one full year after cessation of membership. As a charity BAUN cannot distribute profits to anyone, member or otherwise, and must spend any money it holds, both centrally and at branch level, in line with the 'objects' stated in the constitution, the BAUN Memorandum and Articles of Association. So BAUN is restricted to spending BAUN money only on education, but in its widest sense i.e. expense related to the business aspects of providing education.

What are the 'objects' of a charity?

The 'objects' of a charity is a term used to describe and identify the purpose for which a charity is set up. 'Objects' are not to be confused with the objectives of BAUN which are part of either the annual business planning process or the longer term strategic planning process. A charity's objects must be exclusively charitable and they are specifically set out in the Memorandum part of the constitution. There are several categories under which an organisation can apply for charity status and BAUN applied and was successful under the category: the advancement of education. The Memorandum part of the constitution regulates the external activities of the Association. It states the Powers of the Association and the manner in which it can spend money i.e. the advancement of education only.

The Articles is that part of the constitution which determines the internal workings of the Association and is more concerned with the day to day functioning. So, within the Articles, are the rules and regulations relating to membership categories, subscriptions, voting rights, proceedings at general meetings, proxy voting, composition and proceedings of Trustee, powers of Trustee, removal of trustees, conflicts of interest etc.

Main legal obligations of directors/trustees (legal and constitutional)

In their dual capacity as company directors and charity trustees there is equal individual responsibility from all Trustee members for applying the following principles:

- Deliver a set of accounts together with a copy of every document required to be in the accounts for the accounting period (specific Company Secretary responsibility)
- Must act within their powers
- Promote the success of the Association
- Exercise independent judgement
- Exercise reasonable care, skill and diligence
- Avoid conflicts of interest
- Must not accept benefits from third parties

- Declare interests in proposed transactions
- Comply with statutory duties

What would happen if BAUN is wound up?

In a situation where the BAUN may be wound up or dissolved, the position is that, after paying off its debts and liabilities, any property or funds left would be transferred to some other Association or charity with similar 'objects'.

Practicalities of serving on Trustee

Meetings

We meet 4 times a year this is usually for one or two days at cities around the UK. Travel can be booked by the individual or by Fitwise in advance of the meetings. Accommodation will be booked by Fitwise. We are frequently requiring more than one day to conduct BAUN business therefore to help plan meetings we advise allowing for 2 days per Trustee meeting. It is expected that you attend 100% of Trustee meetings a minimum of 75% is acceptable. Meetings are chaired by the president and in the absence of the president by the secretary. You are encouraged to contribute to the discussion at the meeting. Lunch will be provided at the meeting. Trustee meetings start at 9am and finish by 4.30pm.

Annual General Meeting (AGM)

Is usually held during the Annual conference, it is mandatory for you to attend conference and be present at the AGM. Accommodation, travel and conference costs are covered.

Travel expenses

To claim back reasonable travel expenses, you must keep all receipts and submit a travel claim form within one month of the travel. Payments can be made by a bacs transfer or by cheque. Claim forms available from Fitwise. Travel expenses are paid out for standard class travel only. Documents can be found on the BAUN website at <http://www.baun.co.uk/about-baun/baun-Trustee/>

BAUN Mentor

When you join Trustee, you will be allocated a "buddy" who can be your first point of call for queries or concerns. This will be a Trustee member who has been on Trustee for at least 1 year. The aim of your 'buddy' and Trustee is to ensure you settle into your role, the expectation is for you to ask and question.

Trustee members

Attached to this document (**when sent to new members**) is a list of current Trustee members with contact telephone numbers and E mail address. Fitwise Contact details are also attached. Your Trustee mentor is highlighted and they will be in touch with you prior to your first Trustee meeting.

Some Interesting facts about BAUN

- BAUN can provide indemnity insurance for the directors in accordance with the Charities Act 1993
- There are three categories of membership – full, associate, corporate
- BAUN Trustee may not directly or indirectly alter the rights or obligations attached to a class of membership
- All members are eligible to serve on project teams or working parties
- Membership is terminated in the event of failure of a member to pay any sum due to BAUN within six months of it falling due
- A member who resigns must give 7 days' notice
- An Annual General Meeting must be held in each subsequent year and no more than fifteen months may lapse between successive meetings
- A director may call a general meeting at any time
- A special resolution requires a 75% vote to succeed e.g. remove a director/trustee
- A quorum at an Annual General Meeting is 25 members with voting rights or one tenth of the total membership at the time, whichever is the greater
- Membership can't be transferred
- No membership subscription or any part of it is refundable
- A member entitled to vote can appoint another person (whether a member or not) to act as his/her proxy vote
- A quorum at a BAUN Trustee meeting is half the number of all directors plus one Trustee officer
- The Chair at a meeting has a second or casting vote in the event of a vote taken at a meeting which results in a tie
- BAUN Trustee members serve a three-year term of office
- BAUN Trustee members can be re-elected to serve a second consecutive term of office
- A BAUN Trustee member who has served two consecutive terms of office cannot be re-elected until a period of three years has passed since he or she was a Trustee member
- The names of BAUN Trustee members elected by postal ballot shall be announced at the Annual General Meeting
- BAUN Trustee can co-opt up to four members to fill a vacancy. Any such member co-opted must stand for election at the next Annual General Meeting or stand down from Trustee
- Only full members of Trustee are eligible to serve as Trustee officers – Secretary and Treasurer
- Trustee officers serve a three-year term of office
- Trustee officers may be re-elected for a second consecutive three-year term of office
- An Trustee officer who has served two consecutive terms of office may not be re-elected until a period of three years has passed since he or she was an Trustee officer
- A BAUN Trustee member may be removed from office by a 75% vote of all BAUN Trustee members
- BAUN Trustee can delegate any of its functions to sub-committees
- BAUN Trustee members must complete a declaration of interests form to avoid conflicts of interest
- A notice calling a meeting need not be in writing but can be given using electronic communication
- BAUN Trustee must provide an annual statement of accounts to the Charity Commission and to Companies House

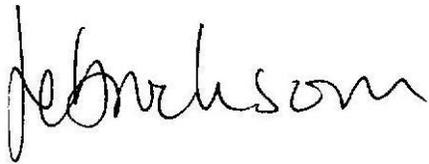
- BAUN Trustee must complete an Annual Report for the Charity Commission and for Companies House – names of trustees/directors

Further reading –

www.baun.co.uk

BAUN Articles of the Association <http://www.baun.co.uk/about-baun/baun-constitution/>

Charity commission <https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3/the-essential-trustee-what-you-need-to-know-what-you-need-to-do>



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