CONSTITUTION OF THE INTERNATIONAL MENOPAUSE SOCIETY

Date of constitution (last amended): approved by the Charity Commission, 28th March 2014

1. Name

The name of the Charitable Incorporated Organisation is The International Menopause Society ("IMS")

2. National location of principal office

IMS must have a principal office in England and Wales. The principal office of IMS is in England.

3. Object

The object of IMS is the relief of sickness and the preservation and protection of good health by the promotion and co-ordination of information, education and scientific studies of the health and well-being of peri- and post-menopausal women during and after mid-life.

4. Powers

IMS has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, IMS’s powers include power to:
(1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. IMS must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;

(2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(3) sell, lease or otherwise dispose of all or any part of the property belonging to IMS. In exercising this power, IMS must comply as appropriate with sections 117 and 119 - 123 of the Charities Act 2011;

(4) employ and remunerate such staff as are necessary for carrying out the work of IMS. IMS may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;

(5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of IMS to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

(1) The income and property of IMS must be applied solely towards the promotion of the objects.

(a) A charity trustee is entitled to be reimbursed from the property of IMS or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of IMS.

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at IMS’s expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of IMS may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of IMS. This does not prevent a member who is not also a charity trustee receiving:
6. Benefits and payments to charity trustees and connected persons

(1) General provisions

No charity trustee or connected person may:

(a) buy or receive any goods or services from IMS on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to IMS;

(c) be employed by, or receive any remuneration from, IMS;

(d) receive any other financial benefit from IMS;

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the Charity Commission (“the Commission”). In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees’ or connected persons’ benefits

(a) A charity trustee or connected person may receive a benefit from IMS as a beneficiary of IMS provided that a majority of the trustees do not benefit in this way.
(b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to IMS where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.

(c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide IMS with goods that are not supplied in connection with services provided to IMS by the charity trustee or connected person.

(d) A charity trustee or connected person may receive interest on money lent to IMS at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to IMS. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A charity trustee or connected person may take part in the normal trading and fundraising activities of IMS on the same terms as members of the public.

(3) Payment for supply of goods only – controls

IMS and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in a written agreement between IMS and the charity trustee or connected person supplying the goods (“the supplier”).

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other charity trustees are satisfied that it is in the best interests of IMS to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of
contracting with a charity trustee or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to IMS.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

(f) The reason for their decision is recorded by the charity trustees in the minute book.

(g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

(a) “IMS” includes any company in which IMS:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the company;

(b) “connected person” includes any person within the definition set out in clause 29 (Interpretation);

7. **Conflicts of interests and conflicts of loyalty**

A charity trustee must:
declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with IMS or in any transaction or arrangement entered into by IMS which has not previously been declared; and

absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of IMS and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of members to contribute to the assets of IMS if it is wound up

If IMS is wound up, the members of IMS have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of IMS

There are three categories of voting members:

(a) Ordinary Members who meet the following criteria:

a health care professional with an interest in the health and well-being of peri- and post-menopausal women during and after mid-life and who holds an MD or equivalent degree, a degree in medical sciences or a higher degree (“the Criteria”);

(b) Senior Members who are those Ordinary Members who have been Ordinary Members in good standing for 10 or more years and who are now aged 65 years or older; and
(c) Honorary Members who are elected as such by the General Assembly of the IMS upon the proposal of the Board by virtue of being persons of outstanding merit and/or having rendered outstanding service to the IMS.

(2) Admission of new members

(a) Eligibility

Ordinary membership of IMS is open to anyone who fulfils the Criteria, is interested in furthering the object of IMS and who, by applying for membership, has indicated his or her agreement to become a member and acceptance of the duty of members set out in sub-clause (4) of this clause.

(b) Admission procedure

(i) Applications for Ordinary Membership shall be made in writing or electronically to the Executive Director.

(ii) Each application for Ordinary Membership may be submitted at the discretion of the Executive Director to the IMS Board for review of credentials. The decision whether to accept an applicant shall be at the discretion of the Board. The outcome of the Board decision shall be sent in writing or electronically to the applicant and needs not bear any grounds and shall not be subject to any appeal.

(iii) Applications for Ordinary Membership that are received by the Executive Director less than 3 months prior to the meeting of the General Assembly will be deferred and not dealt with until after the General Assembly. Those applying for membership in the year in which the Ordinary General Assembly is held must, on acceptance of their application, pay their membership fee for the current year and the following year in advance before they qualify as a member in good standing.

(3) Transfer of membership

Membership of IMS cannot be transferred to anyone else.
(4) Duty of Members

It is the duty of each member of IMS to exercise his or her powers as a member of IMS in the way he or she decides in good faith would be most likely to further the objectives of IMS. Members shall abide by the Constitution and Rules of IMS and shall pay the annual membership fee as determined by the Board.

(5) Termination of membership

(a) Membership of IMS comes to an end if:

(i) the member dies, or in the case of an organisation (or the representatives of an organisation) that organisation ceases to exist; or

(ii) the member sends a written notice of resignation to the Board at least three months prior to the end of the current calendar year; or

(iii) the member fails to pay the annual membership fee within six months of its falling due; or

(iv) the Board decides by a two-thirds majority of all charity trustees that it is in the best interests of IMS that the member in question should be removed from membership, and passes a resolution to that effect.

(b) Before the charity trustees take any decisions to remove someone from membership of IMS they must give the member concerned the opportunity to be heard, orally or in writing. The grounds for the Board’s decision of dismissal need not be given to the member. The decision of the Board is final and conclusive and cannot be subject to any appeal before the General Assembly or any other associated body of the IMS.

(c) In case of termination of membership when the vote relates to a member of the Board that particular member shall not be entitled to participate in the vote.

(6) Membership fees

IMS may require members to pay reasonable membership fees to IMS.

(7) Informal or associate (non-voting) membership

(a) The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
10. **Members’ decisions**

(1) **General provisions**

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of IMS may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) **Taking ordinary decisions by vote**

Subject to sub-clause (4) of this clause, any decision of the members of IMS may be taken by means of a resolution at a general meeting. Such resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes).

(3) **Taking ordinary decisions by written resolution without a general meeting**

(a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

(i) a copy of the proposed resolution has been sent to all members eligible to vote; and

(ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date, either by mail or
electronically. The document signifying a member’s agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as IMS has specified.

(b) The resolution in writing may comprise several copies to which one or more members have signified their agreement.

(c) Eligibility to vote on the resolution is limited to members who are members of IMS on the date when the proposal is first circulated in accordance with paragraph (a) above.

(d) Not less than 10% of the members of IMS may request the charity trustees to make a proposal for decision by the members.

(e) The charity trustees must within 21 days of receiving such a request comply with it if:

   (i) the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

   (ii) the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

   (iii) effect can lawfully be given to the proposal if it is so agreed.

(f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

(4) Decisions that must be taken in a particular way

(a) Any decision to remove a charity trustee must be taken in accordance with clause 15(2).

(b) Any decision to amend this constitution must be taken in accordance with clause 27 of this constitution (Amendment of Constitution).
Any decision to wind up or dissolve IMS must be taken in accordance with clause 28 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of IMS to one or more other CIOs must be taken in accordance with the provisions of the Charities Act.

11. General meetings of members

(1) Types of general meeting

(a) The Ordinary General Assembly shall be convened by the Board at least once every three years, preferably at the time and place of the IMS World Congress.

(b) The Board or any 15% of members in good standing of the IMS from no less than three countries may request at any time the Convocation of an Extraordinary General Assembly. The request shall be made in writing or electronically to the Board and state the matters to be submitted to the Extraordinary General Assembly and their urgency. The Board shall then resolve on the date and place of the Extraordinary General Assembly, which shall not take place later than within six months from the date of receipt of the request for Convocation.

All general meetings must be held in accordance with the following provisions:

(2) Calling general meetings

(a) Where the Ordinary or Extraordinary General Assembly is to consider the appointment of charity trustees then not less than one hundred and eighty (180) days prior to the convening of the Ordinary or Extraordinary General Assembly, a Nominating Committee shall be appointed by the President of the Society. The Nominating Committee shall consist of three members of the Board and three members of IMS. The Nominating Committee shall prepare a slate of candidates and submit its slate to the Board for its approval within a thirty-day period. The slate should reflect the need for continuity of the Board as well as representation from various regions of the world.
(b) A preliminary notice of the Convocation of the General Assembly shall be sent by mail or electronically to each member of IMS in good standing at least one hundred and twenty (120) days prior to the Convocation of the General Assembly. The preliminary notice shall include:

(i) the time and date of the General Assembly;

(ii) the address at which the General Assembly is to take place;

(iii) (where applicable) the report of the Nominating Committee (the official slate of nominees for election to the Board) and a statement that any six (6) members in good standing (one proposer and five seconders) may nominate a member who is in good standing for election to the Board by written petition or electronically to be received by the Executive Director not less than ninety (90) days prior to the Convocation of the General Assembly; and

(iv) a detailed description of the issues to be voted upon by the members of IMS including those issues proposed by the Board and those issues proposed by members pursuant to 11(3).

(c) A formal Convocation to the Ordinary General Assembly shall be sent by mail or electronically to each member of IMS in good standing at least sixty (60) days prior to the date of the meeting of the General Assembly. The notice shall at least include the Agenda of the meeting including a description of every item to be voted upon, with the recommendation of the Board and the indication whether said items were proposed by the Board or by a member, pursuant to 11(3).

(d) The notice to the Convocation to the General Assembly shall also include:

(i) a ballot for the election of members of the Board, including the names of the official slate of nominees and the names of those candidates nominated by petition. Each candidate shall be designated as either an official slate nominee or a nominee by petition. The ballot shall contain precise instructions on the voting procedures with respect to the number of Board members to be elected and the disqualification of non-conforming ballots that are cast;

(ii) a ballot for issues presented to the Board and issues which have been presented by members pursuant to 11(3) below, which require the vote of the membership, including but not limited to an increase in dues;
(iii) a proxy statement prepared by the Board which shall allow any member in good standing who cannot attend the General Assembly to authorise either the President or any other member in good standing present at the Convocation to vote on his/her behalf on all issues addressed to the General Assembly, provided, however, that a member in attendance at the meeting may not hold or vote more than one proxy;

(iv) an instruction that the ballot for the election of members of the Board and the ballot for voting upon the issues presented in the formal notice together with any proxy statement must be sent to the Executive Director in the official ballot envelope enclosed with the formal notice or electronically and be received at the business office of IMS not later than thirty (30) days prior to the General Assembly; and

(v) the ballots for the election of members of the Board and for the issues will be tallied prior to the General Assembly by an independent auditor and the results shall be certified as correct.

(e) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(f) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of unintended omission by IMS.

(3) Members’ proposals

Any member may request the inclusion of an item on the agenda of the General Assembly. Such requests shall be made in writing or electronically and must reach the Board at least one hundred and eighty (180) days before the date of the General Assembly. The Board shall determine whether the matter shall be included on the agenda and advise the member within thirty (30) days of its receipt of such request.

(4) Proceedings of the General Assembly
(a) The General Assembly shall be composed of the Ordinary, Senior and Honorary Members of the IMS. Members in good standing shall be entitled to vote.

(b) The President of the Board shall preside over the General Assembly or, in his/her absence, the General Secretary, or, in his/her absence, the President-Elect (“the Chair”).

(c) Forty members present at the meeting shall constitute a quorum. Proxy votes may be counted as part of the quorum. Upon a determination that the quorum is not present, the President of the Assembly shall decide whether to convene a second assembly depending on the importance of the matters to be decided. If postponement is not advisable in the sole discretion of the Chair, he/she can reconvene thirty minutes thereafter the assembly formed by those members in good standing that are present. The second assembly shall have full power to act.

(d) If the Chair considers postponement is advisable then the date, time and place at which the meeting will resume must either by announced by the Chair or be notified to the members of IMS at least 12 hours before the date and time on which it will resume.

(e) The Chair shall announce the outcomes of the prior mail or electronic ballot on the election of Board members, issues presented by the Board and issues presented by members.

(f) The member shall have one vote each and decisions shall be taken by a majority vote of the members present except for decisions falling within 10(4).

(g) In case the vote is split equally, the Chair of the General Assembly shall have a second or casting vote.

(h) Any objection raised to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(5) Proxy voting

(a) Any member of IMS may appoint another person as a proxy to exercise all or any of that member’s rights to attend, speak and vote at a general meeting of IMS. Proxies must be appointed by a notice in writing (a “proxy notice”) which:

(i) states the name and address of the member appointing the proxy;
(ii) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;

(i) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as IMS may determine; and

(ii) is delivered to IMS in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

(b) IMS may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(c) Proxy notice may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one of more resolutions.

(d) Unless a proxy notice indicates otherwise, it must be treated as:

(i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as to the meeting itself.

(e) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to IMS by or on behalf of that member.

(f) An appointment under a proxy notice may be revoked by delivering to IMS a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

(g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member’s behalf had authority to do so.

(6) Voting

(a) Members are allowed to vote by post or electronic mail ("email") to elect charity trustees or to make a decision on any matter that is being decided at a General Assembly of the members.
(b) The charity trustees must appoint an independent auditor to serve as scrutineer to supervise the conduct of the ballot and the counting of votes.

(c) IMS must send to members of IMS not less than 30 days before the General Assembly:

(i) a notice by email, if the member has agreed to receive notices in this way under clause 20 (Use of electronic communication), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to IMS, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;

(ii) a notice by post to all the other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

(d) The voting procedure must require all forms returned by post to be in an envelope with the member’s name and signature, and nothing else, on the outside, inside another envelope addressed to “The Scrutineers for the International Menopause Society”, at IMS’s principal office or such other postal address as is specified in the voting procedure.

(e) The voting procedure for votes cast by email must require the member’s name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

(f) Email votes must be returned to an email address used only for this purpose and should be accessed only by a scrutineer.

(g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

(h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.

(i) For postal votes, the scrutineers must retain the internal envelopes (with the member’s name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member’s name. In each case, a scrutineer must record on this evidence of the member’s name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
(j) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.

(k) The scrutineers must not disclose the result of the ballot until after the votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

(l) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes, evidence of invalid votes; the valid votes; and the invalid votes.

(m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of IMS. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

12. **Charity trustees**

   (1) **Functions and duties of charity trustees**

   The charity trustees shall manage the affairs of IMS and may for that purpose exercise all the powers of IMS. It is the duty of each charity trustee:

   (a) to exercise his or her powers and to perform his or her functions as a trustee of IMS in the way he or she decides in good faith would be most likely to further the object of IMS; and

   (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

   (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
if he or she acts as a charity trustee of IMS in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) **Eligibility for trusteeship**

(a) Every charity trustee must be a natural person.

(b) No one may be appointed as a charity trustee:

- If he or she is under the age of 16 years; or

- If he or she would automatically cease to hold office under the provisions of clause 15(1)(f)

(c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(3) **Number of charity trustees**

The Board shall be composed of the President (the outgoing President-Elect) and a minimum of six elected charity trustees and a maximum of thirteen elected charity trustees to be chosen among IMS ordinary members in good standing. In addition, the immediate Past President, in his capacity as Chairman of the CPP and the Chairman of CAMS shall serve ex officio as members of the Board. In the event that there are less than thirteen elected members, the President, with the approval of the Board, shall have the prerogative to co-opt up to two additional members, provided that the total elected members shall not exceed thirteen.

(4) **First charity trustees**

The first charity trustees of IMS are –
13. **Election of the Board**

(1) The Members of the Board shall be elected by the Members by mail ballot or electronically, as provided for in clause 11, other than the incoming President, as provided for in Article 13(5), the Chairman of the Council of Past Presidents, and the Chairman of CAMS. The votes lodged for any and all candidates may be divulged to members of IMS upon written request.

(2) Members of the Board shall be elected for a two year term, or until the next World Congress, and may seek re-election for a second term with the exception that a member of the Board who is in his/her second term of office and who is serving as President-Elect shall be the only member of the Board eligible to serve a consecutive third term.
(3) The President-Elect of the Incoming Board shall be nominated by the Outgoing Board and shall be confined to its current members, or exceptionally, in the event of a resolution by the Board, a member of the newly elected Incoming Board.

(4) The Executive Officers shall consist of the President, the General Secretary, the Treasurer and the President-Elect. The Incoming Board shall elect from among its members the General Secretary-Elect and Treasurer-Elect at the mid-term meeting of the new Board. The duties of the Executive Officers shall be to take care of the day-to-day management of IMS. If the General Secretary and Treasurer are not re-elected as members of the Board by the General Assembly, the Incoming Board shall also elect them among its members.

(5) The President-Elect (the incoming President who had been nominated by the previous Board) need not stand for re-election to the Board. Other than the President, a member of the Board may hold more than one office concurrently, except that the President shall be eligible to be a delegate to the Scientific Committees of Congresses and Workshops organised by the IMS.

(6) Any Board member (other than the incoming President) stepping down after one two-year term or having had a step down from the Board after having served two 2-year terms cannot seek re-election until a further 2-year period has elapsed.

14. **Information for new charity trustees**

   The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

   (a) a copy of this constitution and any amendments made to it; and

   (b) a copy of IMS’s latest trustees’ Annual Report and statement of accounts.

15. **Retirement and removal of charity trustees**

   (1) A charity trustee ceases to hold office if he or she:

   (a) retires by notifying IMS in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
(b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;

(c) dies;

(d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or

(e) is removed by the members of IMS in accordance with sub-clause (2) of this clause; or

(f) is disqualified from acting as a charity trustee by virtue of sections 178 – 180 of the Charities Act (or any statutory re-enactment or modification of that provision).

(2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two thirds majority of votes cast at the meeting.

(3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days’ notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of IMS.

16. Taking of decisions by charity trustees

(1) Any decision may be taken either:

(a) at a meeting of the charity trustees; or

(b) by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the
resolution in like form to each of which one or more charity trustees has signified their agreement.

(2) The Board shall meet from time to time, at its discretion and shall be convened in writing or electronically by the President or upon request of two charity trustees.

(3) The President shall chair the meetings of the Board. In his/her absence, he/she shall be replaced by the General Secretary or, in his/her absence, by the President-Elect.

(4) A quorum is constituted when a majority of all the charity trustees are present during the whole meeting.

(5) The Board shall take decisions by a majority of the votes of the charity trustees present, each charity trustee present having one vote. In the event of a tie, a second ballot shall be held immediately. If the vote is split equally in the second ballot, the President, or in his/her absence, the General Secretary, or, in his/her absence, the President-Elect shall have a casting vote.

(6) Participation in meetings by electronic means:

(a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all other participants.

(b) Any charity trustee participating at a meeting by suitable electronic means agreed to by the charity trustees in which a participant and participants may communicate with all other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.
17. Delegation by charity trustees

(1) The charity trustees may delegate any of their powers or functions to one or several Executive Officers by way of regulations or to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

(a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;

(b) the acts and proceedings of any committee must be brought to the attention of the Board as soon as is reasonably practicable and all decisions of any such committee must be confirmed by the Board; and

(c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

18. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

19. Execution of documents
IMS shall execute documents either by signature or by affixing its seal (if it has one).

A document is validated by signature if it is signed by at least two of the President, General Secretary and the Treasurer (all being charity trustees).

20. Use of electronic communications

(1) General
IMS will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

(a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

(b) any requirements to provide information to the Commission in a particular form or manner.

(2) To IMS
Any charity trustee or General Member of IMS may communicate electronically with IMS to an address specified by IMS for the purpose, so long as the communication is authenticated in a manner which is satisfactory to IMS.

(3) By IMS
Any member or charity trustee of IMS, by providing IMS with his or her email address or similar, is taken to have agreed to receive communications from IMS in electronic form at that address, unless the member has indicated to IMS his or her unwillingness to receive such communications in that form.

(b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

(i) provide the members with the notice referred to in clause 11(2) (Notice of general meetings);

(ii) give charity trustees notice of their meetings in accordance with clause 16(2) (Calling meetings); and

(iii) submit any proposal to the members or charity trustees for decision by written resolution or postal vote in accordance with IMS’s powers under clause 10 (Members’ decisions), 16(1)(b) (Decisions taken by resolution in writing), or clause 11(6) (Postal voting).
(c) The charity trustees must:

(i) take reasonable steps to ensure that the members and charity trustees are promptly notified of the publication of any such notice or proposal; and

(ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

21. **Keeping of Registers**

IMS must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

22. **Minutes**

The charity trustees must keep minutes of all:

(1) appointments of officers made by the charity trustees;

(2) proceedings at general meetings of IMS;

(3) meetings of the charity trustees and committees of charity trustees including:

• the names of the trustees present at the meeting;

• the decisions made at the meetings; and

• where appropriate the reasons for the decisions;

(4) decisions made by the charity trustees other than in meetings.

23. **Accounting records, accounts, annual reports and returns, register maintenance**

(1) The charity trustees must comply with the requirements of the Charities Act with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statement of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of IMS, within 10 months of the financial year end.

(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of IMS entered on the Central Register of Charities.

24. **Rules**
The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of IMS, but such rules or byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of IMS on request.

25. **Indemnity**

Every member of the Board, Auditor, Secretary or other officer of the society shall be indemnified out of the assets of IMS against any liability arising out of the execution of the duties of her/his office which is incurred by her/him in defending any proceedings whether civil or criminal in which judgment is given in her/his favour or in which she/he is acquitted or in connection with any application under the act in which relief is granted to her/him by the court in respect of any negligence, default, breach of duty or breach of trust.

26. **Disputes**

If a dispute arises between members of IMS about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

27. **Amendment of constitution**

As provided by clauses 224 -227 of Schedule 5b to the Charities Act:

1. The constitution can only be amended:

   (a) by resolution agreed in writing by all members of IMS; or

   (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of IMS.

2. Any alteration of clause 3 (Object), clause 28 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of IMS or persons connected with them, requires the prior written consent of the Charity Commission.

3. No amendment that is inconsistent with the provisions of the Charities Act or the General Regulations shall be valid.

4. A copy of every resolution amending the constitution, together with a copy of IMS’s constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.
28. Voluntary winding up or dissolution

(1) As provided by the Dissolution Regulations, IMS may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve IMS can only be made:

(a) at a general meeting of the members of IMS called in accordance with clause 11 (Meetings of members), of which not less than 14 days’ notice has been given to those eligible to attend and vote:

(i) by a resolution passed by a 75% majority of those voting, or

(ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(b) by a resolution agreed in writing by all members of IMS.

(2) Subject to the payment of all IMS’s debts:

(a) Any resolution for the winding up of IMS, or for the dissolution of IMS without winding up, may contain a provision directing how any remaining assets of IMS shall be applied.

(b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of IMS shall be applied.

(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of IMS.

(3) IMS must observe the requirements of the Dissolution Regulations in applying to the Commission for IMS to be removed from the Register of Charities, and in particular:

(a) the charity trustees must send with their application to the Commission:

(i) a copy of the resolution passed by the members of IMS;

(ii) a declaration by the charity trustees that any debts and other liabilities of IMS have been settled or otherwise provided for in full; and

(iii) a statement by the charity trustees setting out the way in which any property of IMS has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of IMS, and to any charity trustee of IMS who was not privy to the application.

(4) If IMS is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.
29. **Interpretation**

In this constitution:

“**Board**” means the board of charity trustees.

“**charity trustee**” means a charity trustee of IMS.

The “**Communications Provisions**” means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.

“**connected person**” means:

(a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

(b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clauses (a) or (b) above;

(d) an institution which is controlled –

   (i) by the charity trustee or any connected person falling within paragraph (a), (b), or (c) above; or

   (ii) by two or more persons falling within sub-paragraph (d)(i), when taken together

(e) a body corporate which –

   (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

   (ii) two or more persons falling within sub-paragraph (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act apply for the purposes of interpreting the terms used in this constitution.

“**the Charities Act**” means the Charities Act 2011.

“**the Council of Affiliated Menopause Societies**” ("CAMS") means the Council of Affiliated Members of IMS whose objectives are to establish a fruitful dialogue and better communication between the Board and national and regional menopause societies, the objectives of which may be amended from time to time.
“the Council of Past Presidents” ("CPP") means the body consisting of all living Past Presidents of IMS, and which shall be chaired by the immediate Past President of IMS.

“Director of Education and Development” means such person appointed by the Board to provide support to the Board in the promotion of IMS’s international role and activities and the encouragement of wider membership of the Society as set out in a written role description as may be amended from time to time.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

“Executive Director” means the person appointed by the Board to be entrusted with the supervision of all relevant administrative tasks as set out in a written role description as amended from time to time.

“Executive Officers” means The President, the General Secretary, the Treasurer and the President-Elect.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“in good standing” means those members who have paid their annual membership fee for all past years since their acceptance as a member and for the present year.

“IMS World Congress” the world congress convened every two years or at such times as may be determined by the Board from time to time.

“poll” means a counted vote or ballot, usually (but not necessarily) in writing.

“the World School for the Study of Menopause” ("WSSM") means a non-profit organisation with the object of promoting knowledge among health-care providers and health-care consumers on issues related to the health and well-being of peri- and post-menopausal women, the object of which may be amended from time to time.

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Rodney Baber
President

Victor Henderson
General Secretary

5th May 2014