

THE INTERNATIONAL SOCIETY OF ULTRASOUND IN OBSTETRICS AND GYNECOLOGY
RULES ADOPTED UNDER THE MEMORANDUM AND ARTICLES OF ASSOCIATION

1. Procedures for Appointment and Retirement of Trustees (Board Members) of the International Society of Ultrasound in Obstetrics & Gynecology in conjunction with Clause 5 of the Articles of Association

Trustees (board members) are elected for a four year term. Trustees will serve for the full term except where they are required to retire early by rotation (clause 5.5) or due to automatic retirement (clause 5.7) as described in the articles of association. The need for one quarter of trustees to retire supersedes the four year term in office where necessary.

Trustees may be elected for shorter terms, or to complete an un-expired term, or retired early in order to ensure that not less than one quarter retire annually.

Trustees may serve for a maximum of two consecutive terms (clause 3.5), unless elected as an officer of the Society in which case they will be considered to be commencing a new first term. Officers are also subject to the rules for reappointment and retirement of Officers at the time of election.

Any retired trustee is eligible for re election at the Annual General Meeting following the AGM at which he or she retired.

The Secretariat will keep a schedule of retirement dates for all trustees.

Nomination of new trustees, or nomination for reappointment of existing trustees, will be by the board of trustees at least six months in advance of the proposed appointment date.

In nominating new Trustees, the board will attempt to invite individuals to reflect the Geographic spread and influence of the Society and will seek to appoint representatives from each continent.

The representative of the Committee for organising each annual Congress will be invited to attend meetings of the board for two years in advance of the date of the Congress. This representative will be an ex-officio member of the board and, unless a board member in his/her own right, will not have voting rights.

The Editor in Chief of the Society's official journal will be invited to attend meetings of the board. This representative will be an ex-officio member of the board and, unless a board member in his/her own right, will not have voting rights.

The Trustees will ensure that at all times a UK member capable of dealing with the statutory duties of the Society is appointed as a Trustee and, where possible, as an Officer of the Society.

Nominees will be informed of their nomination at least three months prior to the proposed election date. Written acceptance of nominees must be obtained prior to their election.

Members will be advised of nominated trustees in the advance notice of the AGM.

New Trustees will be voted in at the AGM (see voting procedures)

2. Procedures for Appointment of Trustees as Officers of the Executive Committee of the International Society of Ultrasound in Obstetrics & Gynecology in conjunction with Clause 5 of the Articles of Association

The Officers of the Society will for the time being comprise the President, President Elect, Past President, Secretary, Treasurer, Chair of the Education Committee and Chair of the Scientific Committee. These Offices will collectively form the Executive Committee of the Society.

With the exception of the President, Secretary and Treasurer, Officers may hold more than one office in combination at the discretion of the Trustees.

Officers of the Executive Committee are appointed for a term of two years.

Officers may be appointed for a further term (with the exception of the President, President Elect and Past President), but for a maximum of two consecutive terms.

At retirement an officer is eligible for re-election as a trustee but for a maximum of one further term.

The Officers are appointed or re-appointed by the Trustees from amongst their number. The Trustees may at their discretion appoint a new Trustee directly into Office provided there is majority support for this decision.

The President Elect will automatically become President at the end of his/her two year term, and will automatically be appointed as Past President at the end of the term of Presidency. These posts are each for one term only.

In the event that the President Elect becomes unable to take up or complete his/ her term a new president elect will be elected to complete the remaining term and to succeed into presidency at the pre-determined date.

In the event that the serving President is unable to complete his/her term, the serving President Elect will immediately succeed into Presidency and will serve for the full two year term commencing at the AGM immediately following this decision.

Nomination of new Officers, or nomination for reappointment of existing Officers will be at the meeting at least six months in advance of the meeting at which the new term will commence, or in writing in advance of the meeting if so requested by the President.

Members will be informed of the appointments into Office at the advanced notice of the AGM.

The Secretariat will keep a schedule of retirement dates for all Officers.

Additional Offices may be introduced at the discretion of the Trustees.

3. Regulations for decision making at meetings of the Trustees, or other Subcommittees of the International Society of Ultrasound in Obstetrics and Gynecology.

Voting procedures are only required at a meeting of the Trustees or their subcommittees where a unanimous decision cannot be reached.

Voting will be by a simple majority of votes which may be decided by a show of hands, or by secret ballot if requested by the President.

Trustees may vote for, against or abstain from voting on any motion.

Nominations and voting for the President Elect, will be through a scored voting system. Trustees will be asked to nominate two potential candidates. The three nominees receiving the most votes will be asked to stand for election. The names of the three people standing will be sent to the trustees for voting and trustees will be required to allocate a number score to each nominee, where 1 represents their first choice for the post, 2 their second and so on until every nominee has been allocated a score. The Ballots will be collected by a Society employee or the auditor of the company. The appointment will be offered to the individual with the lowest score. In the case that one of the three nominees does not wish to stand, only two will stand for election and the voting will be by simple majority. In the case that two nominees do not wish to stand, the person with the next highest number of nominations will be asked to stand. If there is no such person then the remaining candidate will be elected.

4. Procedures for Voting at General meetings of the International Society of Ultrasound in Obstetrics & Gynecology in conjunction with Clause 3 of the Articles of Association

Members are eligible to vote on any matter notified in the official notice of the Annual General Meeting.

Decisions may be passed where a motion is proposed and seconded, with none present against. In the case of opposition to any motion, decisions will be by simple majority on a show of hands vote or, by poll if this is requested at the time of the meeting either by the President (or the Chair in his absence) or by at least 10 members.

Members may vote by written declaration, where the declaration is received in writing, by post or fax only, and signed by the member. This must be received by the Secretariat at least 10 clear days in advance of the published date of the General Meeting.

Votes on matters announced in the official notice of the Annual General Meeting, will in any case be valid only if presented personally by the voting member.

Written votes will be in the following form, or one as similar as circumstances permit:

I _____ of _____ (country), ISUOG ID reference: _____
being a member of the International Society of Ultrasound in Obstetrics & Gynecology, hereby present my written vote to be presented, in my absence, at the AGM of the company, to be held on the [DATE]

****This form is to be use in favour of / against * the resolution for item number ____ as published in the advanced notice of the meeting. [*delete as appropriate] [**Statement to be repeated as necessary to vote on more than one item.]**

5. Procedures and activities of the Executive Board of the International Society of Ultrasound in Obstetrics and Gynecology under clause 7 of the Articles of Association

The Executive Board comprises all Trustees of the ISUOG.

The board will meet once a year at the annual World Congress of the Society and then as far as possible on at least one other occasion each year, preferably 6 months in advance of the forthcoming World Congress.

Trustees will be invited to attend meetings of the board and meetings of any subcommittees on which they have been elected to serve as required by the chair of that committee. Agendas and minutes of these meetings govern the on-going activities of the board of Trustees.

In the case that a Trustee is unable to attend a meeting of the Executive Board he/his will give timely notice in writing to the Secretariat of his/her intended absence and the reason for it. He/she will ensure that he/she is aware of the business passed at that meeting through the minutes thereof.

Trustees will carry out individual duties as may be assigned from time to time by the President.

Any board member failing to discharge his /her duties for one year will be so notified by the board. If there is no valid reason for the neglect the trustee may be retired early by the board.

6. Procedures and activities of the Executive Committee of the International Society of Ultrasound in Obstetrics and Gynecology under clause 7 of the Articles of Association

The Executive Committee of the ISUOG will comprise the Honorary Officers of the Society (the President, President elect, Past President Secretary and Treasurer), together with other Officers of the Society appointed by the Trustees. For the time being these will include the Chair of the Education Committee and the Chair of the Scientific Committee.

The Committee will meet as often as is necessary in addition to the annual board meeting to fulfil its duties. Where it is not possible for the Board to meet a second time in any one year, the Executive Committee will in any case meet and report to the Trustees.

The Executive Committee will be responsible for carrying out the regular business of the Society in accordance with the policy determined at the meeting of the Trustees, with individual responsibilities as described below.

The Executive Committee will be responsible for decisions on the appointment and remuneration of employees of the Society.

The Executive Committee will, subject to the authority given by members at the AGM, be responsible for the appointment and remuneration of the auditors.

The Executive Committee will be responsible for calling meetings of the Trustees and will be responsible for the preparation of the agenda for the meeting to include:

- Reports from the Sub Committees and Officers as required, to include an annual report from the treasurer on the accounts of the Society
- Appointments and Retirements of trustees and Officers
- Matters brought to the attention of the Trustees by any member of the company that is deemed worthy of Board discussion
- Any other business

The Executive Committee will be responsible for preparing the agenda of the Annual General Meeting of the Society to include:

- Reports from the Committees and Officers as required, to include a report from the Treasurer on the accounts of the Society
- Retirements of Trustees
- Nominations and voting for Trustee appointments
- Notification of new business as required
- Matters brought to the attention of the Trustees, by the members, for presentation at the AGM.

The Executive Committee may appoint individual or subcommittees to serve the Society as the specific need arises. Such committees to provide regular reports back to the Executive Committee and as defined in the bylaws governing their own activities.

The President will preside over all regular and extraordinary meetings of the Executive Committee, Trustees and Members. The president will oversee all regular business of the Society in liaison with the Executive Officers and Executive director. The president will present a written report on the activities of the Society at each meeting of the Executive Board

The President elect will assist the President in the discharge of his/her duties and will preside over meetings in the absence of the president. He/she may be given additional Offices as identified by the President and approved by the Trustees

The Honorary Secretary will have general supervision of the keeping, distribution and archiving of minutes of the meetings of the Executive Committee, Trustees and Annual General Meeting, and over meetings of subcommittees of the Society. He/she is also responsible for keeping of all other charitable or company records required by law. He / She, together with the Treasurer, will be responsible for the keeping of up to date records of members and of the accounts of the Society.

The Secretary will be responsible for any staff of the secretariat and for ensuring the conduct of the Secretariat's business in accordance with the articles. Subject to the sanction of the President or Honorary Treasurer the Secretary is authorised to obtain whatever additional assistance may be necessary to ensure the efficient function of the Secretariat.

For the time being the Secretary will also be responsible for the production of the Society's newsletter and will provide a written progress report at each meeting of the Executive board. The newsletter will be produced at least twice per year.

The Secretary will act as Secretary to the company in accordance with the Companies Act.

The Honorary Treasurer will have general supervision of the financial affairs of the Society and the keeping of these records and any other records required by law. The treasurer will be responsible for overseeing the collection of membership dues.

The treasurer will be the custodian of all funds and will ensure that records of income and expenditure of the Society are maintained and make disbursements of Society funds as required. He / she will present the accounts of the Society at meetings of the Executive Board.

The Treasurer together with the President, his/her nominee, Honorary Secretary and Executive Director may be signatories for financial disbursements in a manner agreed by the Trustees.

The Chair of the Education Committee will provide an annual written report to the Executive Board on all activities of the Society relating to Education and teaching in Ultrasound in Obstetrics and

Gynecology. The Chair of the Committee will preside over meetings and activities of the Education Committee and will have the power to appoint non-Trustee members to his/her committee in the furtherance of the committee's aims and with the approval of the Trustees.

The Chair of the Scientific Committee will provide an annual written report Executive Board on the Scientific activities of the Society: the development of scientific programmes and activities for the World Congress or other Scientific Meetings. The Chair of the Scientific Committee will preside over meetings and activities of the Scientific Committee and will have the power to appoint non-Trustee members to this committee in furtherance of the aims of the committee and with approval of the Trustees.

7. Procedures for management of the ISUOG Secretariat in accordance with clause 7.7 of the articles of association

The administrative offices of the Society will be based in the UK and for the time being in London.

The appointment and remuneration of an Executive Director or equivalent, and any other staff that they consider necessary, may be authorised by the Officers to assist the Executive Committee, Board and sub committees in carrying out their duties.

The Executive director, or equivalent, will oversee the running of the day to day business of the Society in consultation with the Board and Sub Committees as required. The Executive Director will work from the official offices of the Society unless otherwise decided by the board of Trustees.

8. Procedures for Committees of the International Society of Ultrasound in Obstetrics & Gynecology in accordance with clause 7.3 of the articles of association

The Committees of the ISUOG for the time being comprise the Education committee Scientific Committees. These will be presided over by the Chair and will comprise members who may be appointed by the Chair, in Liaison with the Executive Committee to assist the Chair in carrying out the committee's function. The Executive Board should be represented on the committee but not all members need not be Trustees.

Members of the committee may be retired and appointed at the discretion of the Chair of the Committee but will serve for a minimum of two years.

All non-Trustee members of the committee will have voting rights on activities of the Committee, but not on general business of the board of trustees.

The committees will meet at a frequency to be decided by the Chair of the Committee but in any case not less than once a year at the time of the World Congress.

A committee may convene in person, or by suitable electronic media that allow the Committee to communicate successfully with all other members of the Committee. Decisions may be made by a simple majority of votes determined by a simple show of hands in the case of a meeting, or by agreement in writing of the majority of members of the committee, copied to the Society secretariat and given by mail, fax or suitable electronic means.

All formal correspondence of the committees should be copied to the ISUOG Secretariat.

The Education Committee assumes responsibility for the development and maintenance of the Educational activities of the Society described in the ISUOG bylaws, for example ISUOG sponsored

courses and the ISUOG Outreach programme. New activities must be passed by the board of Trustees either at the meeting of the board of Trustees in association with the World Congress, or by resolution in writing that has the approval of the majority of the Trustees.

The Scientific Committee assumes responsibility for overseeing the production and development of the Scientific programme for the ISUOG World Congress, and for other Scientific meetings of the Society. It may work in conjunction with the Education committee on Education committee activities if required. New activities must be passed by the board of Trustees either at the meeting of the board of Trustees in association with the World Congress, or by resolution in writing that has the approval of the majority of the Trustees.

9. Procedures for the Sub Committees of the International Society of Ultrasound in Obstetrics & Gynecology in accordance with clause 7.3 of the articles of association

Additional Subcommittees and Focus Groups of the ISUOG may be set up and dissolved at the discretion of the Board of Trustees to deal with specific areas of activity. The activities of these committees are governed by ISUOG bylaws and will be approved by the board of trustees.

Subcommittees will be presided over by a nominated Trustee of the Society and will comprise co-opted members with a special interest in the area of interest who may be appointed or retired by the chair of the group and need not be a Trustee.

All non-trustee members of the committee will have voting rights on that committee but not on the general business of the board of Trustees.

Subcommittees will meet at a frequency decided by the Chair of the Committee or at the request of the President.

Subcommittees may convene in person, or by suitable electronic media that allow the committee to communicate successfully with all other members of the committee. Resolutions of the committee may be made by a simple majority of votes which may be determined by a show of hands in the case of a meeting, or by agreement in writing of the majority of the members by mail, fax, or suitable electronic means.

Subcommittees will report back to the board of Trustees on a timely basis.

All formal correspondence of the committee should be copied to the ISUOG Secretariat.

At the time of writing the various subcommittees of the ISUOG comprise:

The Gold Medal Committee

The Safety Committee (Rapid Response Group)

The 3D Focus Group

The ISUOG New Media Committee

The Bids Committee

10. Procedures for complaint management in conjunction with clauses 1 and / or 5 of the Articles of Association.

In the event that the Society receives an official complaint about a member, Trustee, or employee of the society, or if it is asked to resolve a dispute between two members, the following procedures will be followed.

Notes:

- Complaints will only be considered if made in writing, with supporting evidence where necessary and presented to an Officer of the Society.
 - At all times proposed action is limited by the procedures defined within the Memorandum and Articles of association of the Charity.
1. The Executive Committee will review any allegation in full and decide whether the matter warrants further action under the Articles of Association.
 2. In the event that the Executive Committee agrees that the complaint warrants further investigation, the Chair of the committee will seek a response from the alleged perpetrator. This request will be made in writing and sent by registered delivery (and where possible a copy sent by email to allow maximum time for response). The request will as a minimum contain:
 - Documentation of the complaint
 - A requirement to respond within 28 days of the date of receipt of the request, in writing (email will be considered acceptable in advance of a registered mail response).
 - Notification that the matter, including the response, will be referred to the board of Trustees for decision on any action.
 3. The Executive Committee will review the response, together with the existing evidence, and propose an action that is acceptable under the constitution.
 4. In the case of non-response, the alleged perpetrator will be given notice in writing that the matter is to be referred to the board (at a given date) without his or her response. A final option to respond within 10 days of the date of the notice to be given.
 5. The allegations, any evidence, the response and proposed action will be presented to the board of trustees, who will vote by poll on the proposed action.