



CONSTITUTION OF THE INSTITUTE OF PSYCHOSEXUAL MEDICINE

1 NAME

The name of the organisation is the Institute of Psychosexual Medicine (hereinafter called the IPM).

2 OBJECTIVES AND POWERS

- (a) The IPM is established:
 - (i) For the advancement for the benefit of the public of the study of psychosexual medicine with particular reference to psychosexual problems and their effect on personal, family and social life.
 - (ii) To encourage the study and research of psychosexual medicine particularly as regards to the doctor/patient relationship
- (b) In furtherance of the said objects, but not otherwise the IPM may:
 - (i) Organise and supervise seminars for the training of persons in the field of psychosexual medicine and to run a system of accreditation.
 - (ii) Organise and supervise the training of seminar leaders and by their appointment and accreditation promote high standards of training and practice in psychosexual medicine.
 - (iii) Provide a referral service on a non-profit making basis to put patients and their doctors in touch with suitably qualified practitioners.
 - (iv) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the results thereof.
 - (v) Arrange for meetings, lectures and in particular seminar study for the diagnosis and treatment of emotional, mental and physical disturbances.
 - (vi) Collect and disseminate information on all matters affecting the said objects and exchange such information with the bodies having similar objects whether in this country or overseas.
 - (vii) Undertake, execute, manage or assist any charitable trusts, which may lawfully be undertaken, executed, managed or assisted by the IPM.
 - (viii) Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further said objects.
 - (ix) Employ and pay any person or persons to carry on the work of the IPM. The IPM will pay into a pension fund of the employee's choosing a percentage of salary in line with the NHS Pension Scheme.
 - (x) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the IPM.
 - (xi) Make regulations for any property, which may be so acquired.
 - (xii) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the IPM.
 - (xiii) Subject to the consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.

- (xiv) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise provided that the IPM shall not undertake permanent trading activities in raising funds for the said objects.
- (xv) Invest the moneys of the IPM not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- (xvi) Do all such other lawful things as are necessary for the attainment of the said objects.

2.2 CHARITABLE TRUST PROVISIONS

The income and property of the IPM shall be applied solely towards the promotion of its objectives and the exercise of its powers as set out in clause 2.1. No part of such income and property may be paid or transferred directly or indirectly to the members of the IPM Council or other members of the IPM provided that this does not prevent receipts by Council members or other members of the IPM in the following circumstances:-

- (a) Of their professional charges and expenses where paid by a private patient in any case where a member of the public (or his/her doctor) has been referred to them by the IPM;
and
- (b) subject to clause 2.3, of agreed fees and expenses for providing training, leading seminars or in connection with Diploma and Membership examinations for IPM members, medical practitioners or other health professionals, whether paid by the IPM or by those receiving the training, attending the seminars or taking the exams.

2.3 The income and property of the IPM shall be applied solely towards the promotion of its objectives and the exercise of its powers as set out in clause 2.1. Subject to clauses 2.3 and 2.4, no part of such income and property may be paid or transferred directly or indirectly to the members of the IPM Council or other members of the IPM.

2.4 It is recognised that the Council members are likely to include some of the most experienced members of the IPM whose skills will be important in the provision of training and setting and supervision of examinations. Accordingly, clause 2.2 does not prevent receipts by Council members or other members of the IPM in the following circumstances:-

- (a) of their professional charges and expenses where paid by a private patient in any case where the patient (or his/her doctor) has been referred to them by the IPM; and
- (b) subject to clause 2.4, of agreed fees and expenses for providing training, leading seminars or in connection with Diploma and Membership examinations for IPM members, medical practitioners or other health professionals, whether paid by the IPM or by those receiving the training, attending the seminars or taking the exams.

2.5 *Agreement of seminar leadership and other training and examination fees*

The amount of fees to be paid (by the IPM or by those attending seminars, receiving training or taking exams) to Council members or other members of the IPM who lead seminars, provide training or examine will be determined for each year by a committee of the IPM Council, the members of which shall comprise a majority of Council members who will not in the then current year carry on those activities. In case this is in doubt, Council members are explicitly authorised to carry on those activities and receive fees and expenses so long as the amount of fees received is no more than would have been received by any IPM member (who is not a Council member) carrying on the same activity.

3 MEMBERSHIP

The membership shall be limited to Health Professionals but exceptions can be made, with IPM Council ratification, in the case of certain categories of subscriber membership and of honorary membership.

There are five categories of membership :-

(a) *Members*

Doctors who have passed the Membership examination and had this decision ratified by Council, paid the agreed Membership fee and thereafter the annual fee. They may attend all meetings. They are allowed to vote at business meetings and are eligible for election to Council.

(b) *Diplomates*

Doctors who have passed the Diploma examination and had this decision ratified by Council, paid the agreed Diplomate fee and thereafter the annual fee. They may attend all meetings. They are allowed to vote at business meetings and are eligible for election to Council.

(c) *Subscribers*

- (i) Health professionals working in the field of psychosexual medicine who are either in or have been in an IPM training seminar. They must have paid the agreed fee and thereafter the annual fee. They may attend all meetings but must not be allowed to vote.
- (ii) Health professionals or organizations related to the field of psychosexual medicine who apply to the IPM for subscriber status and are accepted by IPM Council although they have not had the formal IPM training. They must have paid the agreed fee and thereafter the annual fee. They may attend meetings by invitation only. They may not vote.

(d) *Honorary Fellows*

Those doctors distinguished for their contribution to the IPM who have been invited by the Council to become Honorary Fellows. Honorary Fellows may attend all meetings but must not be allowed to vote. Current Membership, Diplomate or Subscriber (i) status of an Honorary Member would take precedence over Fellowship status.

(e) *Honorary Members*

Those distinguished for their work in the field of psychosexual medicine who are not eligible for Honorary Fellow membership and who have been invited by the Council to become Honorary Members. Honorary Members may attend all meetings but are not eligible to vote. Honorary Membership would take precedence over Subscriber (ii) status

4 COUNCIL

(a) *REMIT*

Subject as hereinafter mentioned, the policy and general management of the affairs of the IPM shall be directed by the Council.

(b) *MEMBERSHIP OF COUNCIL*

(i) *Composition*

When complete shall consist of not less than 12 or more than 16 members

(ii) *Eligibility*

Only Diplomates and Members of the IPM shall be eligible to serve as members of Council with a maximum of three Diplomates serving at one time.

(iii) *Nominations*

Nominations for members of Council must be made by Diplomates and Members of the IPM in writing and must be in the hands of the Honorary Secretary at least 10 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot (or election shall be by a system of postal voting - the arrangements for which shall be made by the Council) provided that the first members of Council shall be elected by personal vote at the first General Meeting of the IPM.

(iv) *Election*

The members of the Council shall be elected at the Annual General Meeting of the IPM.

(v) *Term of Office*

Election to the Council shall be for three years.

One third of the membership shall retire annually but be eligible for re-election for a further three years, the members to retire being those who have been longest in office since the last election, but not reckoning ex-officio members (see 4 (d)(v)). As between members who have been in office the same length of time, those due to retire shall be chosen by lot.

After the time limit above specified a period of one year must elapse before members may stand for re-election.

At the discretion of Council appointment terms of Council members might vary to ensure a staggering of the terms of office.

(c) *HONORARY OFFICERS*

(i) *Election*

The Council shall elect from its membership a Chairman and appoint a Secretary and Treasurer

(ii) *Terms of Office*

The Chairman and Secretary shall not normally hold office for more than three consecutive years.

The Treasurer shall hold office for three years and this shall be renewable every three years.

(iii) Honorary Officers need not stand for re-election to the Council while in office.

(d) *EX-OFFICIO COUNCIL MEMBERS*

(i) *Remit*

Ex-officio members are appointed for specific IPM posts.

(ii) *IPM Ex-Officio Posts*

Director of Training

Chairman of the Examining Board

Editor(s)

Programme Secretary

Marketing Co-ordinator

(iii) *Eligibility*

IPM Members only are eligible to be elected to these posts. At the discretion of Council Diplomates may be eligible for specified posts.

(iv) *Election*

Council will appoint Ex-officio members from within IPM membership (see 4(d)(iii)). The appointees may already be elected members of Council.

(v) *Term of Office*

The Director of Training, Chairman of the Examining Board and Editor(s) shall hold office for three years and this can be renewable for a further three years, after which a period of one year must elapse before further possible re-election to same IPM post.

The Ex-officio member remains a member of Council for as long as he/she holds the specific IPM post. This does not compromise the term of office of an elected member of Council who is also an Ex-officio post holder.

(vi) *Voting Rights*

Ex-officio members have the same duties, responsibilities and voting rights as other Council members

(e) *CO-OPTED MEMBERS*

(i) *Election*

In addition to the members so elected the Council may co-opt up to four members to Council

(ii) *Eligibility*

Diplomates or Members of the IPM

(iii) *Term of Office*

Co-opted members shall normally serve for two years.

(iv) *Voting Rights*

Co-opted members shall be entitled to vote.

(f) *OBSERVERS*

(i) *Appointment*

In addition the Council may appoint observers to attend meetings

(ii) *Voting Rights*

Observers shall not be entitled to vote.

(g) *CASUAL VACANCIES*

(i) *Appointment*

Any casual vacancy on the Council may be filled by the Council and any person appointed to fill such a casual vacancy shall hold office until the next Annual General Meeting of the IPM and shall be eligible for election at their meeting.

(ii) *Voting Rights*

Casual vacancy appointees shall be entitled to vote according to the category of vacancy.

(h) *PROCEEDINGS AND DUTIES OF IPM COUNCIL*

(i) The proceedings of the Council shall not be invalidated by any failure to elect, or any defect in the election, appointment, co-option or qualification of any members.

(ii) The Council shall appoint and fix the remuneration of an Administrative Secretary and all other such staff as may, in their opinion, be necessary.

(iii) The Council may appoint such special or standing committees as may be deemed necessary by the Council and shall determine their terms of reference, policies, duration and composition. All acts and proceedings of such special or standing committees shall be communicated back to the Council as soon as possible.

(iv) The Council shall have the power to remove from office any Honorary Officer, IPM Ex-officio post holder or Administrative Secretary found to be incompetent to hold that post.

(v) The Council shall appoint one or more qualified auditors and may determine their remuneration (if any). This appointment shall be ratified at the Annual General Meeting of members.

(vi) The potential for conflicts of interest regarding the possibility of Council members earning fees is recognised and dealt with in clauses 2.3 and 2.4. As regards other potential conflicts of interest, a Council member may not take part in any Council meeting if the subject matter under discussion might create a conflict of interest for that Council member. Each Council member shall declare any interest he/she (or his/her family) has in any issue which might conflict with the interests of the IPM and the Secretary shall maintain a register of such interests.

(i) *FREQUENCY OF IPM COUNCIL MEETINGS*

The Council shall meet not less than three times a year.

5 MEETING OF THE IPM

- (a) The First General Meeting of the IPM thus constituted shall be held not later than 30 March 1988 and once in each year thereafter an Annual General Meeting of the IPM shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place, as the Council shall determine. At least 21 days clear notice shall be given in writing .
- (b) At such Annual General Meetings the business shall include the election of members to serve on the Council; the appointment of auditor or auditors; the consideration of an annual report of the work done by or under the auspices of the Council and of the audited accounts; and the transaction of such other matters as may from time to time be necessary.
- (c) The Chairman of the Council may at any time at his/her discretion and the Honorary Secretary shall within 21 days of receiving a written request so to do, signed by not less than 12 members and giving reasons for the request, call a Special General Meeting of the IPM.

6 RULES OF PROCEDURE AT ALL MEETINGS

(a) Quorum

The quorum at a meeting of the IPM shall be 20 Diplomates and Members. The quorum at a meeting of the Council or any committee appointed under clause 4(h)(iii) hereof shall be one third of the total membership of the Council or committee (as the case may be) or such other number as the IPM may in Annual General Meeting from time to time determine.

(b) Voting

Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. Arrangements for proxy voting may from time to time be made by Council provided always that no such arrangements shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests, but in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

(c) Minutes

Minutes shall be kept by the Council and all other committees, and the appropriate secretary shall enter therein a record of all proceedings and resolutions.

7 FINANCE

- (a) All moneys raised by or on behalf of the IPM shall be applied to further the objects of the IPM and for no other purpose provided that nothing therein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the IPM or the repayment to members of Council or of any committee appointed under clause 4(h)(iii) hereof of reasonable out-of-pocket expenses.
- (b) The Honorary Treasurer shall keep proper accounts of the finances of the IPM
- (c) The accounts shall be certified at least once a year by the auditor or auditors appointed at the Annual General Meeting.
- (d) A certified statement of the accounts for the last financial year shall be submitted by the Council to the Annual General Meeting as aforesaid.
- (e) A bank account shall be opened in the name of the IPM in the interests of the IPM and at the discretion of Council or with such other bank as the Council shall from time to time decide. The Council shall authorise in writing the Treasurer, the Honorary Secretary of the Council, and two members of Council to sign cheques on behalf of the IPM. Council may, at their discretion also authorise the IPM Administrative Secretary in post to sign cheques on behalf of the IPM. All cheques must be signed by not less than two of the authorised signatories.

8 ALTERATIONS TO THE CONSTITUTION

Any alteration of this Constitution shall receive the assent of not less than two-thirds of the membership of the IPM for time being present and voting at a meeting provided that notice of any such alteration shall have been received by the Honorary Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be proposed. At least 14 clear days notice in writing of such a meeting, setting forth the terms of the alteration, shall be sent by the Honorary Secretary to each member of the IPM provided that no alteration shall be made to clause 2, clause 9, or this clause and no alteration shall be made which would have the effect of causing the IPM to cease to be a charity in law.

9 DISSOLUTION

If the Council by simple majority decide at any time that on grounds of expense or otherwise it is necessary or advisable to dissolve the IPM, it shall call a meeting of all members of the IPM, of which meeting not less than 21 days notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such a decision shall be confirmed by a two-thirds majority of those present and voting at such meeting the Council shall have power to dispose of any assets held by or on behalf of the IPM. Any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the members of the IPM but shall be given or transferred to such other charitable institution or institutions, having objects similar to some or all of the object of the IPM, as the IPM may determine and if and in so far as effect cannot be given to this provision then to some other charitable institution.

10 NOTICES

Any notice may be served by the Honorary Secretary on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within ten days of posting.

11 INTERPRETATION

For the interpretation of this Constitution, the Interpretation Act 1978, shall apply as it applies to the interpretation of an Act of Parliament.

March 1995

Updated March 1998 and April 2001

Updated March 2002

Updated March 2004

Updated September 2004

Commissioners' References:

Sealing No: 159(s)04

Case No: 358599

Updated March 2008