

# International Continence Society Bylaws

These bylaws should be read in conjunction with International Continence Society Memorandum and Articles of Association.

## Introduction

These Bylaws have been adopted by the Members of the International Continence Society (ICS) under the provisions of the Articles of Association.

The purpose of the Bylaws are to set out a more detailed framework under which ICS is governed and managed, and in particular:

The composition of the Board of Trustees;

The role of the General Secretary, General Secretary-Elect and Treasurer;

The ICS committees, their role and function;

The appointment of Trustees and officers of ICS;

The appointment to other ICS posts; and

Matters relating to the Annual General Meeting and Annual Scientific Meeting.

The trustees may suggest amendments to the Bylaws which must be adopted by an ordinary resolution of the Members before taking effect. Any change must not be inconsistent with any provision of ICS's Memorandum and Articles of Association.

For the avoidance of doubt, any reference to a statute or statutory instrument includes any amendment or re-enactment of that statute or statutory instrument or regulations made under it or any other superseding legislation.

Words in the masculine include the feminine and vice-versa; words in the singular include the plural and vice versa; headings are for ease of reading and do not form part of the Scheme.

## ICS

ICS is a charitable company limited by guarantee. Its constitution is the Memorandum and Articles of Association. The Objects of ICS (the purposes it exists to further) (**Objects**) are:

"The advancement of basic and clinical sciences concerned with the function and dysfunction of the urinary tract, bowel and pelvic floor"

The Objects cannot be changed without the prior consent of the Charity Commission.

ICS principally carries out the Objects through education, research and advocacy.

ICS has a wholly owned trading subsidiary company called Conticom-ICS Limited. This company is not a charity and carries out trading activities primarily in association with the Annual Scientific Meeting.

## 1 Structure of International Continence Society (ICS)

### 1.1 The Board of Trustees

1.1.1 The Board of Trustees is an elected body composed of no less than three and not more than nine Trustees:-

- General Secretary

- General Secretary-Elect (only where appointed in accordance with the Articles of Association)
  - Treasurer
  - Any others as identified and voted by the membership – usually six individuals with proven commitment and leadership with the ICS.
  - Although all Trustees are elected by the Members it is the expectation of the Board that the Board shall comprise at least one Urologist, Urogynaecologist/Gynaecologist and Allied Health representative (Nurse or Physiotherapist).
- 1.1.2 The role of a Trustee is to ensure, with the other trustees, that the ICS acts in accordance with and manages its activities in furtherance of the charitable purposes set down in the Articles of Association and these Bylaws and meet the public benefit requirement. In doing so Trustees must have regard to guidance on public benefit issued by the Charity Commission from time to time.
- 1.1.3 The role of the Board of Trustees is described in the Articles of Association of the ICS. This Board is the strategic planning and administrative body of the ICS.
- 1.1.4 The Trustees are the Directors of the ICS and Conticom-ICS.
- 1.1.5 Although the office of trustee is a personal office, Trustees can delegate some of their powers to committees and employees to assist them in carrying out their duties.
- 1.1.6 The Board of Trustees can invite advisors or observers to their meeting, such as the current and future Chairs of the Annual Scientific Meeting.
- 1.1.7 The Board of Trustees will act as a Nominations Committee. The Nominations Committee may identify candidates for any vacant position before the [April-March](#) 1st deadline and encourage them to stand together with any other candidates nominated by the membership. The Board of Trustees should provide appropriate support to any member appointed to any office as per their job description. The suitability of candidates to stand for ICS positions is adjudicated by this committee in accordance with current rules and governance procedures. [Click here to view](#)
- 1.1.8 Any member of the Board of Trustees may attend any committee meeting.

## 1.2 **The General Secretary**

- 1.2.1 In addition to his/her role as a charity trustee, the General Secretary of the ICS will have the following responsibilities:
- Ensuring society aims and objectives are met and the Memorandum and Articles of the Association are adhered to, as is the duty of all trustees
  - Spokesperson for the ICS
  - That the decisions of the Board of Trustees are respected
  - In collaboration with the board, to lead in strategy, governance and management decisions.
  - Is a non-voting ex-officio member of all ICS committees
  - Chairing General Meetings and the Board of Trustees meetings. In the event of equality of votes on a resolution, the chair has a casting vote at General Meetings and meetings of the Board of Trustees.

### 1.3 **The General Secretary-Elect**

1.3.1 In addition to his/her role as a charity trustee, the role of the General Secretary-Elect shall be to learn from and support the General Secretary. The General Secretary Elect shall normally become the General Secretary following his/her first year of office.

### 1.4 **The Treasurer**

1.4.1 The Treasurer of the ICS will have the following responsibilities. To ensure that:

- the financial resources of the charity meet its present and future needs and obligations
- the charity has and follows an appropriate policy on financial reserves
- appropriate accounting procedures and controls are in place
- the charity has and follows an appropriate investment policy
- the accounts are audited in the manner required by law (if applicable) and that any recommendations of the auditor are implemented
- the accounts are prepared and disclosed in the form required by law and by funders and the relevant statutory bodies, e.g. the Charity Commission and the Registrar of Companies
- the financial position is reported to the Board of Trustees in a timely fashion and ICS membership at the Annual General Meeting
- all financial and legal contracts are reviewed and legal advice sought where necessary

1.4.2 All trustees retain ultimate responsibility for the above duties and other delegated duties of the Board.

## 2 **Committees**

### 2.1 **ICS Meetings Committee**

2.1.1 The ICS Meetings Committee is composed of

- General Secretary (Chair) or General Secretary Elect (Chair). The General Secretary will determine whom of the two will join
- Treasurer
- Current Annual Programme Meeting Chair
- Previous Annual Scientific Meeting Chair
- A representative of the ICS Permanent Congress Organiser

2.2 The role of the Meetings Committee will be to evaluate annual meeting bids. Full details of the annual meeting bids shall be reported to the Board of Trustees to determine the suitability of the bids prior to presentation to the Membership at the next AGM

### **ICS Scientific Committee**

2.2.1 The ICS Scientific Committee composition is defined in the committee's terms of reference document as available on the ICS website.

### 2.3 **All other ICS committees**

2.3.1 ICS committees and their terms of office and reference can be viewed at the following links: [Committees](#) and [Terms of Reference](#)

- 2.3.2 The Board of Trustees may establish and dissolve such committees as it thinks fit in order to assist in managing ICS and furthering its objectives. All members of ICS committees must be active ICS members as defined under membership in these bylaws.
- 2.3.3 Each ICS Committee will have Terms of Reference (TOR). The TOR specify the purpose, functions, objectives and structure of each committee (including sub committees) reflecting the Mission and Vision of the ICS. TOR are developed and voted on by each committee; they are then approved by the ICS Board. TOR are reviewed annually by the Committees. All TOR are reviewed every 3 years by the ICS Board of Trustees. If the Committee requests changes to the TOR, these must be reviewed by the ICS Board of Trustees. TOR do not come into effect until approved by the Board. A committee may choose to have a Deputy Chair. For purposes of clarification this is not a chair-elect. The committee will appoint a Deputy from within the committee members. The role of the Deputy will be determined by the committee.
- 2.3.4 Any active member may join a committee by expressing an interest to the Chair of the committee. The call for expressions of interest, unless to replace a vacancy will be announced at the AGM. The deadline for expressions of interest is 1st ~~April~~March. The committee as a whole then decides on whether the member can join the committee. New committee members must be noted at the AGM before the post can start.
- 2.3.5 Committee members appointed pursuant to Bylaw 2.3.6 shall hold office for a period of three years from the AGM at which their appointment is ratified.
- 2.3.6 If a vacancy arises in mid-term or a need for increased numbers occurs, the Chair may co-opt, in consultation with the committee, an interested person with appropriate skills. Once co-opted, this person will be a member of the relevant committee only until the following AGM. An individual may be co-opted more than once in accordance with this paragraph but if that individual wishes to continue on the committee and serve office for a period of three years, they must follow the procedures in paragraph 2.3.4.
- 2.3.7 The performance of committee members will be reviewed annually by the committee to determine their contribution based on attendance at meetings, responsiveness to projects etc. Inactive members will be asked to resign.
- 2.3.8 A committee may set up a sub-committee to meet the goals and objectives of the committee and the ICS. Sub-committees may be composed of members of the parent committee. All members of the sub-committee must be members of ICS. The Terms of Reference of any sub-committee must be approved by the Board of Trustees before adoption by the committee. The Chair of each committee is required to prepare an annual report to the Board of Trustees outlining achieved goals/budget, requests and future objectives and strategies as well as committee structures/membership changes. A summary report will be presented at the Annual General Meeting.
- 2.3.9 Each Committee should, as a minimum, meet once a year at the Annual Scientific Meeting.

### **3 Terms of Office**

- 3.1 The term of the General Secretary shall be one term of ~~two~~three years.
- 3.2 The General Secretary-Elect shall be appointed at each Annual General Meeting of the Charity where the General Secretary is in his final year of office in accordance with the articles. The term of office for the General Secretary-Elect shall be one year.

- 3.3 The term of office for the Treasurer, Trustees and all Committee Chairs is three years. These positions are renewable once via formal election for a further three-year term.
- 3.4 Election of all Committee Chairs and Trustees shall be by vote of the membership.
- 3.5 The term of office for all committee members is three years – renewable once. In exceptional circumstances and with the approval of the Board of Trustees, the Committee Chair may allow a committee member to continue his term for up to two years. Each additional year must be justified to and approved by the Board of Trustees. Changes and re-nominations must be notified to the AGM.
- 3.6 A committee member who has served for two consecutive terms in office may still be eligible to be appointed and serve as the Committee Chair in accordance with these Bylaws.
- 3.7 When a committee has a vacancy due to completion of a term of office, or resignation, or the need to expand, this will be advertised as a call for expressions of interest by ~~April~~March 1st each year.
- 3.8 Subject to paragraph 3.5, a committee member who has completed two terms of office and who wishes to continue contributing to that committee is required to leave a two year gap before re-applying.

## **4 Election to ICS Posts, including Trusteeships**

### **4.1 Nomination Process**

4.1.1 In addition to being announced at the AGM, nominations will be sought through a notice to all members.

4.1.2 All nominations must be received by 1st ~~April~~March.

Nominees for all ICS positions must be both proposed and seconded by an active ICS member in good standing and each nominee must agree in writing that they agree to stand before the nomination is made official. All nominees, proposers and seconders must be active ICS members. To the best of their knowledge the ICS office will ensure that all candidates are ICS members in good standing, fulfil all other requirements for complying with the Code of conduct and bylaws, and notify the Nominations Committee accordingly. Candidates must abide by the current ICS policy on campaigning. An ICS member in good standing is defined as someone who has paid their membership dues and has consistently met the standards set out in the ICS Code of Conduct. Good standing is further outlined in the suitability of candidates document. [Click here to view](#)

4.1.3 Nominees for ICS committee chair posts are required to post a resume (no more than 300 words) on their membership record outlining the experience and skills related to and their goals and objectives for the post if elected. This will be posted the online voting site for membership to view. They must also complete their Declaration of Interest.

4.1.4 Nominees for Trustee posts in addition to that outlined in 4.1.4 are required to complete a mission statement (no more than 300 words) outlining their goals and objectives should they be elected. This will be posted on the online voting site for membership to view.

4.1.5 Once the nominees are confirmed by the Nominations Committee, the approved candidates and details of how to vote via the secure server will be announced by electronic mailing and on the ICS website.

## 4.2 Voting Process for ICS Committee Chairs

- Vacancies for posts for the following year are announced at the AGM and online
- Nominations can be received until 1st ~~April~~ March the following year
- Validity of those nominations are checked by the ICS Office and ICS Nominations Committee
- Voting opened online for eight weeks
- Result is calculated by the ICS Office and confirmed by the Board of Trustees
- The results for all ICS posts will be announced by a notice to all members and announced formally at the AGM when the posts take effect.

## 4.3 Voting Process for Trustees

- Vacancies for posts for the following year are announced at the AGM and online
- Nominations can be received until 1st ~~April~~ March the following year
- The validity of those nominations are checked by the ICS Office and ICS Nominations Committee

### Round 1

- Where there are more candidates than trustee positions available, a Round 1 voting process shall take place. Where the number of candidates is less than or equal to the number of trustee positions available, the voting process shall proceed immediately to Round 2.
- The first round identifies the preferred candidates. Each ICS member is supplied with a list of individuals wishing to be appointed. Each ICS member is able to vote in favour of such number of candidates as there are number of places on the Board.
- Voting will be opened online for a minimum of six weeks.
- The candidates shall be ranked in order of the total number of votes received. The candidates with the most votes up to and including the number of trustee positions available shall be considered the preferred candidates.
- If there is a tie in the number of votes, the Board shall determine the preferred candidate.

### Round 2

- Following Round 1, the preferred candidates shall be put forward to formal election at the Annual General Meeting.
- Separate votes shall be held at the Annual General Meeting in respect of each individual standing for election (having been selected as a preferred candidate in Round 1).
- Votes for the election of Trustees shall be conducted by poll (which includes online votes).
- An individual shall be elected at the Annual General Meeting if a majority of ICS members vote in favour of their appointment in accordance with Bylaw 5.
- The results for all ICS posts will be announced by a notice to all members and announced formally at the AGM where the posts take effect.

## **5 Votes of members**

- 5.1 In accordance with the Articles of Association all ICS members are entitled to attend the ICS General Meetings.
- 5.2 Every active ICS member is entitled to vote in the following ways:
  - 5.2.1 electronically in advance where a poll has been demanded;
  - 5.2.2 in person at a general meeting;
  - 5.2.3 by appointing a proxy to vote at a general meeting.
- 5.3 Proxies may only validly be appointed by a notice in writing (a proxy notice) in the form which can be obtained from the ICS Office or ICS website. This is required to:
  - 5.3.1 state the name and address of the ICS member appointing the proxy;
  - 5.3.2 identify the person appointed to be that ICS member's proxy and the General Meeting in relation to which that person is appointed;
  - 5.3.3 be signed by or on behalf of the ICS member appointing the proxy or be authenticated in such manner as the Trustees may determine; and be delivered to the ICS Office in accordance with the Articles of Association and any instructions contained in the notice of the General Meeting to which the notice relates.
- 5.4 ICS members appointing proxies will be required to return their proxy form(s) not less than 24 hours (excluding any non-working days) before the time of the poll.
- 5.5 Once the proxy form is received, a receipt will be issued to the appointed voter. Where necessary, this receipt should be presented to the ICS staff at the General Meeting in return for ballot papers.
- 5.6 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 5.7 Unless a proxy notice indicates otherwise, it must be treated as:
  - (a) 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
  - (b) by 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.
- 5.8 A person who is entitled to speak, attend 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 ICS by or on behalf of that person.
- 5.9 An appointment under a proxy notice may be revoked by delivering to the ICS a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 5.10 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.
- 5.11 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

- 5.12 Should there be issues that require a vote that do not need to be held at a General Meeting, i.e. votes on day-to-day matters that are not decisions taken by ICS members in their capacity as company law "members", all active ICS members are entitled to vote online via the ICS website or by post.

## **6 Minutes**

- 6.1 Minutes of all General Meeting, Board of Trustee meetings, any formal meetings of ICS officials and ICS committee meetings must be recorded, and kept at the ICS office for at least 10 years and published on the ICS website.
- 6.2 Draft minutes of the meetings shall be sent to all those who attended for correction and subsequently made available to all ICS members via the website within six weeks of the date of that meeting.
- 6.3 Only a member attending the meeting in question may comment on the accuracy of the draft minutes. Any ICS member can comment on the subject discussed or the issues raised.
- 6.4 Sensitive issues will be recorded in the published minutes by the subject only.
- 6.5 Draft minutes of the Annual General Meeting of the ICS shall be sent to the Board of Trustees for correction and subsequently made available to the members via the website within eight weeks of the date of that meeting, as 'unconfirmed minutes'. Only a member who attended the meeting in question in person may comment on the accuracy of the draft minutes. Discussion of 'business arising' from the minutes is of course open to all members. Comments about the proceedings may be raised via the Society's office in advance of the next Annual General Meeting and any queries will, where possible, be dealt with in advance of that meeting. The minutes of the previous Annual General Meeting shall be made available for members attending the next Annual General Meeting. Those minutes shall be approved by ordinary resolution of the members at that meeting.
- 6.6 The minutes of the Annual General Meeting shall not be approved until the following year's Annual General Meeting, pursuant to Bylaw 6.5.

## **7 Annual Scientific Meeting of the ICS**

- 7.1 An annual Scientific Meeting will be held according to. 'The ICS Annual Meeting Guidelines' which can be found on the ICS website ([link](#))
- 7.2 The chair for the Annual Scientific Meeting will normally be decided four years in advance . The bid process is as follows:
- Bids to host the Annual Scientific Meeting should be submitted to the ICS office by 1st April four years prior to the meeting
  - Upon reviewing the bids submitted by 1<sup>st</sup> April the Meetings Committee and Board of Trustees may solicit or invite further bids by 1<sup>st</sup> May should this be deemed necessary
  - The bids are then approved or rejected by the ICS Meetings Committee at, or before, the forthcoming Annual Scientific Meeting
  - Approved bids are announced to the ICS AGM, by electronic mailing on the ICS website
  - Voting opens for four weeks after the AGM via secure server
  - After the voting period has occurred the results will be announced by a notice to all members and announced formally at the AGM.



7.3 Canvassing of ICS membership by the proposed organising committee bidding for the Annual Scientific Meeting is not permitted.

## **8 ICS Membership**

8.1 The ICS annual membership subscription fee shall be decided on by the Board of Trustees and announced to the membership at the AGM.

8.2 An active ICS member is defined as those who have paid their subscription fee for the current membership year.

8.3 The benefits of annual ICS membership are listed on the ICS website and can change from time to time.

8.4 Any new member joining the ICS or any member renewing their membership is required to agree to the Code of Conduct and the ICS Bylaws either via the ICS online membership system or by application form. The Code of Conduct can be found in annex A of these Bylaws.

8.5 An active ICS membership year runs from 1st January to 31st December of that year. The ability to join or renew membership will cease one week before the start of the Annual Scientific Meeting.

## **9 Disclosure of Interest**

9.1 Trustees shall disclose all interests in accordance with the articles of association. Trustees shall be required to complete a disclosure of interest form setting out their interests in order to assist them in complying with their duties in the articles of association and under company law.

9.2 Any conflicts of interest of trustees shall be managed in accordance with the articles of association.

9.3 In addition to trustees, the following individuals are required to complete a disclosure of interest form:

- (a) authors and co-authors of papers and posters submitted to the Annual Scientific Meeting;
- (b) all those speaking at ICS events including state of the art lectures, independent educational courses and workshops or courses held at the Annual Scientific Meeting;
- (c) members; and
- (d) all ICS post holders including committee members,

and the manner in which such disclosures are made shall be determined by the Board of Trustees from time to time.

9.4 ICS post holders are expected to update their disclosure of interest form as and when required and submit any changes to the ICS office.

9.5 All disclosure of interest forms shall be available on the ICS website.

9.6 Any failure to comply with these by-laws in relation to the disclosure of interests may result in an individual becoming subject to the complaints procedure.

## **10 Complaints Procedure and Disciplinary process**

10.1 The Board of Trustees may appoint a temporary or permanent disciplinary committee, which will advise the Board of Trustees on disciplinary matters concerning unacceptable behaviour of members and Trustees.

10.2 The disciplinary committee shall be composed of those so appointed by the Board of Trustees who may be Trustees or members at large. Should any Trustee be the subject of the complaint then they are excluded from the disciplinary committee. The disciplinary committee shall examine the complaints or facts, organise hearings as required in order to give the parties concerned the right of reply and appeal to each complaint. Based on their examination the disciplinary committee shall give written advice and recommendations to the Board of Trustees.

10.3 Taking into account the advice of the disciplinary committee the Board of Trustees can take the following actions

- the complaint remains without consequences
- official warning
- censure - detail of the censure will be decided by the Board of Trustees
- temporary expulsion as ICS member. The duration of expulsion can be decided by the Board of Trustees.
- permanent expulsion from the ICS which will require ratification by the ICS membership

- 10.4 Any prior or pending disciplinary action will be taken into account in future disciplinary matters concerning an individual.
- 10.5 A decision of the Board of Trustees to pursue any disciplinary action in accordance with Bylaw 10.3 shall not prejudice any other rights ICS has against that individual.

## **11 Budget Flow Decision Tree**

11.1 Budgets shall be approved as follows:

- Actuals and budgets for the previous 3 years (1st January - 31st December of the year under review), as well as a report, should be prepared by the Treasurer with support from the ICS Office and auditors.
- Proposed Committee budgets for the coming year should be submitted to the Board of Trustees and presented at the joint meeting of the Board of Trustees and the Committee Chairs.
- The Board of Trustees takes a final decision and allocates specific funds to the Committee Chairs, who are then responsible for appropriate use of these funds.

**ICS Board of Trustees of the International Continence Society, 16 September 2016**

## **Annex A, as agreed 25 August 2013**

### **The International Continence Society Code of Conduct**

This code of conduct is a practical extension of the core professional and scientific values of the ICS and is an agreement between the ICS, its individual members, and participants. Members must agree to the code when they join the Society and will annually acknowledge compliance with this code. The code of conduct applies whether or not the member is in good standing with the ICS. Any and all participants in ICS activities are expected to conduct themselves professionally according to the standards of the code. All ICS members must be of good reputation and probity: this is at the core of professionalism.

The spirit of this code attempts to uphold the core principles of the ICS:

1. Collaboration and the pursuit of scientific integrity is the goal of our society.
2. Ethical behaviour is that which is worthy of trust and respect, from others internally and externally.
3. Professionalism is characterised by: behaviours and communications that are honest, fact-based courtesy with consideration toward other people; conducting activities and relationships with others so as to avoid conflicts of interest; and constructive problem-solving.
4. Confidentiality requires maintaining the confidentiality of patient information and protecting confidential and proprietary information.
5. All members of the ICS are expected to adhere to rigorous standards of scientific integrity and professional and ethical behaviour in the conduct, presentation, and publication of research. The nature of scientific inquiry means that disagreements concerning the nature, quality, and interpretation of experiments, clinical trials, and data will inevitably arise. Resolving such disagreements is part of the scientific process and should be encouraged. Members of the ICS should participate in the process of resolving scientific disputes in an open, honest, intellectually rigorous, and transparent manner. Such discussions must be conducted with respect and civility among the parties involved.
6. All members of the ICS are expected to treat administrative staff and employees of the ICS with appropriate courtesy and respect and refrain from behaviours that knowingly disrupt the effective operation of the office.
7. Personal boundaries set and expressed by others must be observed.
8. All members of the ICS should disclose potential conflicts of interest according to the current ICS disclosure policy.
9. All members of the ICS are expected to behave professionally inside and outside of the ICS domain and when communicating with other ICS members. Discussions should be fact based, respectful and constructive. Disruptive, inappropriate, or harassing behaviour will not be tolerated.
10. All members of the ICS agree to adhere to the "[ICS Email and Forum Policy](#)". ICS members may supply contact details so that professional discussions can be held.
11. All members of the ICS are expected to uphold the mission and values of the ICS, support its charitable aims and objectives and work collaboratively to help the ICS achieve its goals.
12. All members of the ICS are expected to adhere to the current ICS governing policies.

Violations of the code on the part of ICS members will not be tolerated. In cases where concern is raised that a member of the ICS may have violated any of these standards of conduct, the ICS will resolve any issues in a professional manner which may require disciplinary action as outlined in the ICS bylaws.