

British Society of Aesthetics

Byelaws

Background

1. The British Society of Aesthetics (the “Charity”) is a company limited by guarantee (registered in England and Wales under number 00869702) and a charity (registered in England and Wales under number 1129985).
2. These byelaws are made by the trustees of the Charity (the “Trustees”) and relate to company procedures and matters not presently regulated by specific rules in the governing document.

Definitions and interpretation

3. Words and phrases used in these byelaws have the same meaning as set out in the governing document unless the context otherwise requires.
4. The governing document shall prevail over these byelaws and these byelaws shall not be interpreted or applied in any way which is inconsistent with the governing document.

Amendment

5. These byelaws may be amended at any time by resolution of the Trustees.

These byelaws were made on 22 February 2013, with revisions approved on 5 July 2024.

Signed:
Chair of the Trustees

British Society of Aesthetics

Byelaws

Appointment of Charity Trustees

1. Under Clause 3.2 of the Memorandum and Articles of Association (MAA), Trustee vacancies may be filled by the decision of members at the AGM.
2. The Trustees shall invite expressions of interest by a cut-off date two months before the AGM.
3. In the event of there being the same number of (or fewer) expressions of interest as there are available vacancies, those members shall be elected unopposed.
4. In the event of there being a greater number of expressions of interest than available vacancies, an election will be held in time for the results to be known by the end of the AGM.
5. In addition to Trustee appointments under Byelaw 1, the Trustees have the power under Clause 3.6 of the MAA to make appointments to the office of Trustee at any time.
6. In accordance with Clause 3.3.1 of the MAA, the Trustees shall have the power to make it a condition of acceptance of the office of Charity Trustee, that any such persons agree to join the BSA if not already a member.

Officers

7. The Officers of the Charity shall be the President, the Vice-President and the Treasurer.
8. The Trustees are empowered to delegate authority for decision-making to the President, who must act in consultation with the other Officers.
9. The Officers shall be elected by the Trustees, subject to ratification by a majority of members present at the following AGM. In the event of the elections failing to be ratified, the Trustees will need to elect different Officers. Officers are permitted to function in their roles prior to ratification, if their election takes place prior to an AGM.
10. In the event of the Trustees electing a new Officer who is not currently serving as a Trustee of the Charity, that person must join the Society prior to their appointment and shall become a Trustee by virtue of their Officership.
11. An Officer's term shall be three years not including any prior term(s) they may have served as a Trustee.
12. Upon completion of their term, an Officer is eligible for reappointment. An Officer who has served for three consecutive terms as an Officer may not be reappointed for any further consecutive terms unless approved to do so by a resolution of the Trustees. In the absence of such approval by the Trustees, an Officer who has served for three consecutive terms may be reappointed after an interval of at least three years.

Meetings and Proceedings of Charity Trustees

13. Further to Clause 4 of the MAA (Trustees' Proceedings), the Charity Trustees shall have the power to invite non-Trustees to be in attendance at, and contribute to, Trustee meetings.
14. Any such persons invited by the Trustees under Byelaw 13 shall not be entitled to vote on decisions of the Trustees.
15. Such persons may include, but are not restricted to:
 - 15.1. The current Editor(s) of *The British Journal of Aesthetics*
 - 15.2. The current Editor(s) of *Debates in Aesthetics*
 - 15.3. The BSA website manager
 - 15.4. Other Post-holders appointed by the Trustees for their special expertise, provided that the total number of non-voting members under (15.1), (15.2) and (15.3) does not exceed the number of Trustees, including Officers.
 - 15.5. Any Post-holder appointed under 15.1-15.4 above shall serve for an agreed term, which may be renewable subject to review. The Trustees may bring to an end a post-holder's agreed term. Such action may be taken only for good and sufficient reason, and the individual affected has a right to make submissions to the Trustees before the final decision is taken.

Officer Secondment Arrangements

16. The Charity Commission has approved a scheme whereby secondment arrangements may be made with an Officer's institution to enable the Officer in question to provide services over and above normal Trustee duties.
17. Such secondment payments shall be subject to a maximum per year to be agreed by the trustees as part of the annual budget.
18. The exact terms of any agreement between the Charity and an Officer's institution will be specified in writing.
19. The total number of Officers who will be subject to a secondment agreement must be in the minority of the total number of Trustees, and the decision to enter into the secondment agreements must be made by those Trustees not subject to the agreement.

Finance & Expenses

20. Payments shall be paid from BSA accounts only with the authorisation of at least two of the Officers, or at least one Officer and the BSA's manager.
21. Trustees' expenses will be reimbursed against receipts for activities undertaken in the interests of the charity in accordance with the Charity Commission's CC11 "Trustee

expenses and payments”.

22. All those attending Trustee meetings (including non-Trustees) shall be entitled to be reimbursed for travel and other costs of attending Trustee meetings, and their BSA conference registration fee shall be waived.
23. Claimants should refer to the BSA’s Expenses Claim Form & Guidance for details. A completed form and relevant receipts must be submitted for each claim.
24. Where representation of the BSA by an Officer or Officers at conferences and events is considered by the Trustees to be in the interests of the Charity, the conference fee, travel and other costs of attending will be reimbursed. Such events may include, but are not restricted to: the European Society of Aesthetics annual conference and the American Society of Aesthetics annual meeting. Should no Officer be available to attend a particular event, the Officers may ask another Trustee to attend, in which case their costs will be reimbursed.
25. The funds made available for Officers’ reimbursement of expenses under (24) in any one year of their term of office shall have an upper limit as follows: £3,000 (President), £3,000 (Vice-President) and £2,000 (Treasurer), including any secondment payments that may have been made to an Officer’s institution under (16)-(19) above but excluding the costs of travel to BSA meetings under (22) above.

Interpretation of Byelaws

26. The Trustees shall have the right and authority to decide any question of interpretation or procedure concerning these byelaws.