



**British Society of
Gastrointestinal and
Abdominal Radiology**
*Imaging and Intervention in
the care of Abdominal Disease*

BSGAR Extraordinary General Meeting (EGM)
At 18:30hrs on Wednesday 29th November 2023,
Virtual via Zoom

Committee in attendance (for all, or part thereof):

Dr Damian Tolan	President
Dr Ian Zealley	President Elect
Dr Christopher Clarke	Treasurer
Dr Ingrid Britton	Secretary
Dr Kieran Foley	Research Officer
Dr Sharan Wadhvani	Education Officer
Dr Nehal Shah	Standards
Dr Ben Rea	Liaison Officer
Dr Carmelo Corallo	Junior Rep
Dr Maira Hameed	Junior Rep
Mrs Elizabeth Jones	Society Administrator

Members in attendance (for all, or part thereof):

Dr Raneem Albazaz	Dr Naren Govindarajah
Dr Michel Alhilani	Dr Yutaro Higashi
Dr Gohar Ayub	Dr Nihad Khan
Dr Gauraang Bhatnagar	Dr Andrew Lowe
Dr Dominic Blunt	Dr Michele Marshall
Dr David Bowden	Dr Deepak Pai
Prof Gina Brown	Dr Andrew Plumb
Dr Peter Brown	Dr Joseph El-Sheikha
Dr David Burling	Dr Shrilay Sinha
Dr Oliver Duxbury	Dr James Stephenson
Dr Charles Finan	Prof Stuart Taylor
Dr Jamie Franklin	Dr Rebecca Wiles
Dr Anmol Gangi-Burton	Dr Li Wong

Apologies: -

Dr Ravivarma Balasubramaniam	Audit Officer
Dr Simon Jackson	
Dr Giles Maskell	
Dr Andrea Phillips	
Dr Andrew Thrower	
Dr Anita Wale	

1. Welcome and Apologies for Absence. The BSGAR President, Dr Damian Tolan welcomed members to the meeting and confirmed members who had sent their apologies.

2. Introduction to the Extraordinary General Meeting (EGM). Dr Tolan explained that the EGM had been called to vote on the resolution “BSGAR should change its status from a Mutual Trader to a Charitable Incorporated Organisation”. Dr Tolan thanked everyone for attending and for their engagement. To replicate the live voting, Dr Tolan asked everyone to turn on their camera to verify their identity. If this was not possible, members were requested to email office@bsgar.org their vote (to be sent from their NHS email account) before the close of the meeting.

Dr Tolan summarised previous discussions conducted with members at the Feb 2023 AGM and at the additional consultation meetings held in July and September 2023. To reiterate, BSGAR’s current organisational status is as a mutual trader and on balance, members agreed that the committee should revisit this status with consideration to becoming a charity.

3. Documents Circulated. Documents circulated to members with the EGM invite were:

- a. Proposed Charitable Incorporated Organisation Constitution
- b. BSGAR Reviewers’ Comments (Reviewers = first Trustees if Resolution is passed).
- c. BSGAR Rules for Charity Status.

The proposed Constitution and Rules were written by the President, Secretary, President elect and Treasurer based on the Charity Commission’s constitution model, and with detailed advice from a Charity Lawyer. Five BSGAR members were invited to independently review and comment on the draft documentation.

4. Next steps. Dr Tolan clarified the next steps if the resolution is passed. This includes appointing identified trustees, formalising the application to become a charity and transferring assets.

5. Clarification from Reviewers’ Comments. Dr Tolan summarised some of the reviewers’ comments and subsequent responses.

a. Clarify Membership and eligibility. If BSGAR becomes a charity, there would be no change in current membership eligibility. Full members (Consultants) and Junior members (Registrars/Fellows) would have voting rights. Voting members will be able to vote on the future election of BSGAR Trustees and Committee members and in addition, any changes to the rules proposed by the Trustees.

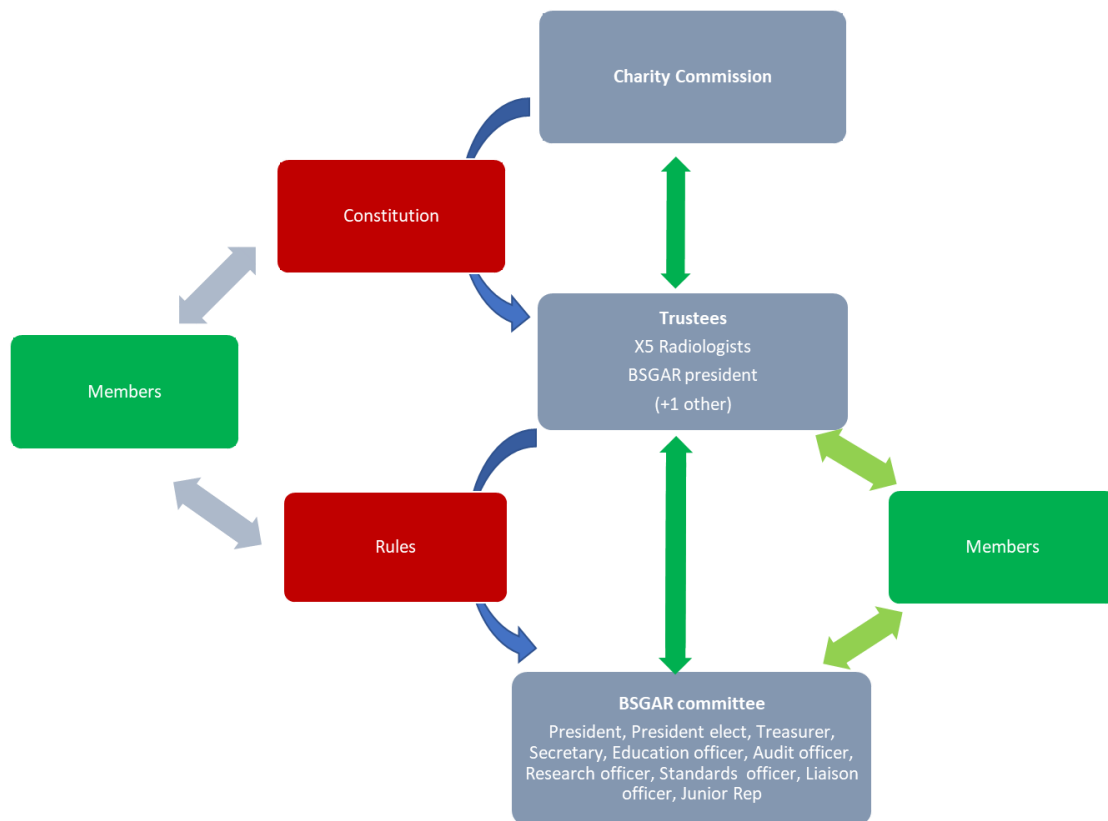
b. Distinction between the Constitution and the Rules. The Constitution is a legal document and is based on the Charity Commission’s Model. It is very unlikely that the constitution will change. The Rules articulate how the organisation will operate and reflects the current constitution. The rules allow more flexibility for change based on the needs of the organisation and regulated by the Trustees.

c. Clarify Trustee responsibilities. Trustees are legally responsible for the running of the charity. Responsibilities include legal duties, financial responsibilities, funding, strategy and impact, managing risk and managing people.

6. **Proposed Trustees**. Proposed Trustees are Dr Albazaz, Prof Goh, Dr Lowe, Dr Phillips, Prof Taylor and Dr Zealley (President 24-26, ex-officio trustee). Dr Tolan whole-heartedly thanked these individuals for accepting the role and for their hard work reviewing documents to date. It was noted that for the first board of Trustees, individuals needed to be invited and appointed for the Charity to be created. The first board of Trustees will hold their position for a year and will then stand for election, thereafter terms of office will be three years. Election process for future Trustees will include a proposer, three seconders and BSGAR membership for > 5 years.

7. **Executive Committee**. The Executive Committee roles were confirmed, and it was clarified that there were no practical changes to the current organisation. However, it was noted that the President will hold a position on both the Executive Committee and Board of Trustees.

8. **Organisational Chart**. The BSGAR Secretary summarised and clarified how the Charity would operate organisationally with the chart below.



9. Questions from Members. Dr Tolan invited questions from members prior to the vote.

a. Dr Michele Marshall asked about quoracy for future meetings where changes to the constitution were being proposed as this appeared to be a relatively low/small (NB Proposal is: Quorate=25, 75% to vote in favour=change). Dr Tolan reiterated that the Constitution is unlikely to change, however, making changes to the rules would be more flexible than making changes to the current constitution. The new constitution would offer more opportunities for members to vote by post and proxy. He also noted that although these new proposed quorate numbers may appear small, these were advised by the legal team and in addition, they are larger than the current constitution and how the society has operated to date. It was also noted that if at least 10% of membership wished to present a resolution, then the Trustees would have to consider this.

b. Dr Michele Marshall reflected on the Board of Trustees, nominations and future election process and commended the current Committee on their work so far and for securing such an eminent first board of Trustees. She also agreed that it was useful to keep one Board of Trustee position open for a non-radiologist with specialist skills/knowledge, e.g., finance/accounting/HR/legal.

c. Dr Anmol Gangi-Burton asked about membership numbers and the election process. Dr Tolan clarified that the lawyer had recommended the quorate discussed above. BSGAR UK full and junior membership is 583.

10. The Vote. Dr Tolan invited everyone to turn on their camera and to vote on the resolution. If members could not turn their camera on, they were invited to email office@bsgar.org from their nhs email. The resolution is:

“BSGAR should change its status from a Mutual Trader to a Charitable Incorporated Organisation.”

- Dr Tolan asked those present if they agreed with the resolution. There was unanimous agreement by all 36 BSGAR members present.
- Dr Tolan asked those present if they disagreed with the resolution. No-one disagreed.
- Dr Tolan asked those present if they wished to abstain. No-one abstained.

11. Close. Dr Tolan thanked everyone for attending the EGM and voting. The resolution was declared to be passed. The next stage of work will now be commenced by the BSGAR Committee by initiating the Charity application process.

E N Jones
BSGAR Administrator
30th November 2023