

**Minutes of an Extraordinary General Meeting of the British Association for Sexual Health and HIV (BASHH)**

**Held at the Royal Society of Medicine**

**Friday 30<sup>th</sup> September 2011**

The President, Dr Keith Radcliffe, was in the Chair.

The meeting commenced at 5.02pm. 92 members were present and the meeting was therefore quorate.

1. Apologies for absence had been received from Ms Katherine Kain and Mr Colin Roberts.
2. The President welcomed members to the meeting and outlined the procedure for the meeting. He introduced the representative of our legal adviser, Dr Robert Meakin, from Stone, King LLP to the meeting and invited members to offer questions regarding the process of incorporation.
3. The Chair of Trustees, Professor Jonathan Ross, gave a short presentation on the background to the recommendation for incorporation. He explained that with the increasing complexity and financial commitments in running our Association, the current trustees were facing increasing risk and personal financial responsibility. Incorporation would create a legal entity for BASHH, allowing contracts with the organisation rather than Trustees, and limiting liability to £1 per member. There would be changes to the voting system in line with company law, and elected officers and Board members would all become trustees. The operational aspects of BASHH would be unaffected and the terms of office for Officers and BASHH policies would remain unchanged.
4. The President thanked Professor Ross and opened the discussion for questions from members.
  - a. Dr Sati Ariyanayagam asked about conflicts of interests. Dr Radcliffe confirmed that Board and Trustees had an established conflict of interest process and officers were expected to declare interests and withdraw from discussions when appropriate. Dr Meakin and Professor Ross confirmed a conflict of interest policy would continue to apply.
  - b. Dr James Bingham asked about insurance for trustees. Dr Clarke, General Secretary, confirmed BASHH carried insurance for trustees at present.
5. The President then invited members to vote upon the following resolutions:

**IT WAS RESOLVED** that a new charitable company called "British Association for Sexual Health and HIV (BASHH)" is incorporated with the Memorandum and Articles of Association made available at the EGM and displayed on BASHH's website is adopted.

There was a majority by show of hands, with one vote against and one abstention.

**IT WAS RESOLVED** that following the incorporation of the new charitable company, BASHH shall transfer its assets and liabilities to the new company and the members of BASHH shall become members of the new charitable company.

There was a majority by show of hands, with two abstentions and no vote against.

**IT WAS RESOLVED** that at the next Annual General Meeting, elections shall take place to elect Trustees, Officers, Chairmen and Members of central BASHH committees and carry out any other AGM business under the Articles of Association of the new charitable company.

There was a majority by show of hands, with one abstention and no vote against.

6. There being no other business, the President thanked members for attending and closed the meeting at 5.15pm.

*Dr Jan Clarke*  
*General Secretary*  
*2<sup>nd</sup> October 2011*

