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BRITISH ASSOCIATION OF INDIAN ANAESTHETISTS

Constitution & Governance Manual

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Document hierarchy and status

BAOIA Limited (company number 07693728) is the legal entity through which the British Association of Indian Anaesthetists operates.

Registered office: 90–92 High Street, Evesham, Worcestershire, England, WR11 4EU.

This document comprises two parts:

1. **Part A: Constitution**, which contains the Association's enduring governance arrangements and is subject to member approval in accordance with this document.
2. **Part B: Governance Manual**, which contains operational procedures and policies approved and maintained by Council.

Nothing in this document overrides applicable law or the Articles of Association of BAOIA Limited. In the event of inconsistency, the following order of precedence applies:

3. Applicable law.
4. The Articles of Association of BAOIA Limited.
5. Part A: Constitution.
6. Part B: Governance Manual.
7. Any policy, procedure, schedule or guidance issued under the Governance Manual.

The Constitution will be available in the members' area of the Association website. The Governance Manual and related policies will be made available to Council members and, where appropriate, to members and other stakeholders.

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Part A — Constitution

1. Definitions

In this document:

- **Association** means the British Association of Indian Anaesthetists (BAOIA).
- **Company** means BAOIA Limited, company number 07693728.
- **Council** means the governing body established under this Constitution, responsible for the strategic direction and management of the Association.
- **Council member** means an elected or co-opted member of Council. Where a provision applies only to a Director, this will be stated explicitly.
- **Director** means a director of BAOIA Limited registered or appointed in accordance with the Articles of Association and applicable law.
- **Officer** means the President, Treasurer or Secretary. Officers are Directors of BAOIA Limited.
- **Member** means a person admitted to full membership under section 3.
- **Associate member** means a person admitted to associate membership under section 3.
- **AGM** means the Annual General Meeting.
- **ASM** means the Annual Scientific Meeting.
- **In good standing** means that a member's subscription, if applicable, is up to date, the member is not suspended and the member meets the membership requirements.
- **Electronic communication** includes email, secure member-website communication, an electronic voting platform, or another method approved by Council that enables the recipient to access the information sent.

2. Purpose and objectives

The Association exists to advance education, professional development, collegiality and good practice in anaesthesia, critical care and pain management, particularly among anaesthetists of Indian heritage or connection and the wider anaesthetic community.

In furtherance of these objectives, the Association may:

- Organise scientific meetings, educational events, webinars, courses and professional-development activities.
- Support members' professional engagement, mentorship, networking and wellbeing.
- Collaborate with the Royal College of Anaesthetists, the Association of Anaesthetists, specialist societies and other appropriate organisations.
- Promote equality, diversity and inclusion within the Association and the wider profession.
- Manage funds, assets, contracts and resources lawfully and prudently to support its objectives.
- Support educational and charitable activities where consistent with the Association's objectives and legal duties.

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3. Membership

3.1 Full members

Full membership is open to clinicians practising, training or otherwise professionally engaged in anaesthesia, critical care or pain management in the United Kingdom, subject to the Council's membership process.

A person may remain eligible for full membership during an agreed temporary period away from clinical practice, including parental leave, sickness absence, research, education, management, career break, retirement, or an overseas fellowship, provided that they otherwise support the objectives of the Association.

Full members have the right to:

- Receive notice of and attend General Meetings.
- Vote in member elections and member resolutions.
- Stand for election to Council, subject to eligibility criteria.
- Access member benefits as determined by Council.

3.2 Associate members

Associate membership is open to anaesthetists and other individuals who support the objectives of the Association but do not meet the criteria for full membership, including anaesthetists based outside the United Kingdom and non-practising anaesthetists.

Associate members may attend Association activities and may receive benefits determined by Council. They do not have voting rights and are not eligible to be elected as full Council members unless they first become full members.

3.3 Admission, subscriptions and termination

Council may establish membership application procedures and subscription rates. Council may refuse, suspend or terminate membership only for a proper purpose, after a fair process and in accordance with the Governance Manual.

A person whose membership is proposed for refusal, suspension or termination must receive written notice of the concerns and a reasonable opportunity to respond, except where immediate suspension is necessary to protect the Association, its members, or others.

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4. General Meetings and member decisions

4.1 Annual General Meeting

The Association shall hold an AGM each year, normally on the same day as the ASM. Members who wish to attend the AGM but do not wish to register for the scientific Programme may do so. The Officers will try to hold a hybrid meeting so that members who are unable to attend the ASM or the AGM can join an online meeting.

The AGM shall receive:

- A report on the Association's activities and performance.
- The Treasurer's financial report and annual accounts.
- The proposed budget for the forthcoming financial year for member discussion and endorsement.
- Election results where applicable.
- Any resolutions requiring member approval.

The Directors retain their legal duties in managing the Company and its finances. Member endorsement of a budget does not remove or limit those duties.

4.2 Notice and participation

At least 14 days' notice of an AGM or other General Meeting shall be given to Members by electronic communication and through the members' area of the website. The notice shall state the date, time, place or electronic-access arrangements, business to be transacted, and any proposed resolutions.

Members may attend and participate in person, remotely, or by another method approved by Council, provided that the method allows participants to communicate adequately and enables votes to be recorded reliably.

4.3 Member voting

Each full Member has one vote. Unless this Constitution or applicable law requires a higher threshold, a resolution is passed by a simple majority of votes cast by eligible Members.

Where permitted by the Articles of Association and applicable law, Council may conduct member voting electronically. Voting arrangements must safeguard eligibility, confidentiality where appropriate, and reliable recording of the result.

4.4 Constitutional amendments

A proposal to amend Part A of this Constitution must be circulated to Members with the notice of the relevant General Meeting or electronic resolution. An amendment requires approval by at least 50% of votes cast by eligible members, subject to any higher threshold in the Articles of Association or applicable law.

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5. Council

5.1 Role of Council

Council is responsible for the strategic direction, oversight and management of the Association. It shall act collectively, in good faith, for the benefit of the Association and within its legal and constitutional powers.

The Directors of BAOIA Limited have statutory duties and legal responsibility for the Company. Council members who are not Directors shall support Council's work but do not assume the statutory duties of Directors merely by being Council members.

5.2 Composition

Council comprises:

- The Officers: President, Treasurer and Secretary.
- Elected Council members.
- Co-opted Council members appointed under section 7.

The Association administrator may attend Council meetings in that capacity but shall not vote and shall not count towards quorum.

5.3 Collective responsibility

Council members share responsibility for decisions properly made by Council, while retaining the right to have a dissenting view recorded in the minutes. Council members must promptly raise material concerns, conflicts, and risks.

6. Officers

6.1 Officers and legal status

The Association has three Officers: President, Treasurer and Secretary. The Officers are Directors of BAOIA Limited.

If BAOIA Limited becomes registered as a charity, its Directors will normally also be charity trustees and must comply with the duties applicable to charity trustees.

6.2 Eligibility and term of office

An elected Council member who has completed at least one year of service on Council is eligible to stand for an Officer role.

Officers serve for a term of three years. An Officer may serve one further term of up to three years, subject to the appointment process in this Constitution. No person may serve in the same Officer role for more than six consecutive years.

A Council member who takes up an Officer role shall have their elected Council term suspended for the duration of their Officer service. On leaving office, they may complete any remaining portion of their elected Council term, subject to the overall terms and limits in this Constitution.

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For continuity, an outgoing President, Treasurer or Secretary may remain a Council member for up to one year after leaving office, even where they would otherwise have reached the normal Council term limit.

6.3 Officer appointment

Officer vacancies and forthcoming Officer appointments shall be notified to eligible Council members at least 14 days before the Council meeting at which appointment will be considered.

Eligible Council members may nominate themselves or another eligible Council member with that person's consent. Candidates must declare relevant interests and must not participate in discussion or voting on their own appointment.

Officers shall be appointed by a majority vote of eligible, non-conflicted Council members at a quorate Council meeting or through a properly conducted electronic Council resolution.

6.4 President

The President shall:

- Act as a Director and, if applicable, a charity trustee.
- Lead development of the Association's strategy with Council.
- Chair Council meetings and General Meetings unless another Chair is appointed for a particular meeting.
- Lead external relations and promote the Association's activities.
- Support annual review of Council and organisational effectiveness.
- Act as a bank signatory where authorised by Council and bank mandate.

6.5 Treasurer

The Treasurer shall:

- Act as a Director and, if applicable, a charity trustee.
- Oversee the Association's finances, budget, reserves, accounts, financial controls and financial commitments.
- Present financial reports to Council at least twice a year and to Members at the AGM.
- Advise Council on subscriptions, ASM fees and other material financial matters.
- Ensure appropriate accounting records are maintained and annual accounts are prepared and submitted as required.
- Oversee the Association's financial obligations, including those relating to the ASM.
- Act as a bank signatory where authorised by Council and bank mandate.

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6.6 Secretary

The Secretary shall:

- Act as a Director and, if applicable, a charity trustee.
- Maintain oversight of the Association's governance, activities, key deadlines and formal records.
- Prepare or oversee agendas, minutes and action records for Council and General Meetings.
- Support the academic programme for the ASM, webinars and other meetings in conjunction with Council.
- Maintain or oversee required registers, including the register of interests and key governance records.

7. Election, terms, vacancies and co-option

7.1 Elected Council members

Elected Council members serve a term of six years. A term may be extended once for up to two further years by agreement between Council and the Council member, provided the agreement is recorded in the minutes and is in the Association's best interests. The term on the Council ends on the day before the AGM.

Council membership is open to full Members in good standing. Doctors at all career grades are encouraged to stand. Trainee participation is actively encouraged.

7.2 Election timetable

Where an elected Council vacancy is to be filled, the Secretary shall issue an election notice to Members at least 14 days before nominations close. The notice shall state:

- The number of vacancies.
- Eligibility criteria.
- The nomination process and deadline.
- The voting timetable.
- The date on which the successful candidate's term will begin.

If an election is required, electronic voting shall remain open for 14 days. Each eligible full Member may cast one vote for each vacancy, up to the number of vacancies available.

The candidate or candidates receiving the highest number of valid votes shall be elected. In the event of a tie affecting the outcome, the President shall determine the method of resolving the tie, excluding any candidate who is also President; in that circumstance, the remaining non-conflicted Officers shall determine the method. The method and outcome must be recorded.

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7.3 Commencement of terms

The term of an elected Council member begins at the next AGM after the election result, unless Council specifies a different date in the election notice for a necessary interim appointment.

7.4 Casual vacancies

If an elected Council member resigns, dies, becomes ineligible, is removed, or otherwise cannot complete their term, Council may appoint an eligible full Member to fill the vacancy until the next AGM or until an election is completed, whichever is sooner. Any appointee must be recorded as an interim appointee and may stand in the subsequent election.

7.5 Co-opted Council members

Council may co-opt a person for specific expertise, a project, a representation need, or a defined purpose, including a trainee representative or ASM local organiser.

A co-opted Council member:

- Shall have a written role description and defined purpose.
- Shall serve for a maximum term of one year.
- May be reappointed only by a fresh Council decision, with reasons recorded.
- Shall have no voting rights specified in the co-option decision, subject to the Articles of Association and applicable law.
- Shall cease to hold the co-opted role automatically at the end of the term unless reappointed.

Co-option must not be used to avoid a member election where an elected vacancy should reasonably be filled by election.

7.6 Induction and participation

New Council members shall receive induction and access to this Constitution, the Governance Manual, the current strategy, key policies, recent minutes, financial information appropriate to their role, and conflict-of-interest guidance.

Council members are expected to attend and participate actively in Council business. Absence from three consecutive Council meetings without prior agreement or reasonable cause may lead to removal under section 8.

8. Removal or suspension from Council

A Council member may be removed from office by resolution of Council if they:

- Fail to comply with this Constitution or applicable policies.
- Fail materially or persistently to fulfil the duties and responsibilities of a Council member.
- Are persistently inactive in the affairs of the Association for twelve months.
- Are absent from two consecutive Council meetings without prior agreement or reasonable cause.
- Act in a manner that, in the reasonable opinion of Council, brings or is likely to bring the Association into disrepute.

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- Have become ineligible for the relevant role.

Except where immediate suspension or removal is necessary to protect the Association, its members, its assets, or its reputation, the Council member shall receive written notice of the concerns, a reasonable opportunity to respond, and, where appropriate, a reasonable opportunity to remedy the matter.

A temporary suspension may be imposed by a majority of eligible, non-conflicted Council members where there is a credible safeguarding, legal, financial, or reputational risk pending a fair process.

A resolution for permanent removal requires support from at least half of eligible, non-conflicted Council members and two Officers. The Council member concerned shall not vote and shall not count towards quorum for that item.

9. Council meetings and decision-making

9.1 Frequency and notice

Council shall meet at least twice in each calendar year. The Secretary shall circulate an agenda and supporting papers sufficiently in advance to enable informed participation, normally at least seven days before the meeting unless urgency makes this impracticable.

9.2 Quorum

A Council meeting is quorate only when at least two Officers and at least half of the remaining Council members are present and eligible to participate.

For this purpose, “remaining Council members” means Council members other than the Officers. A fractional result shall be rounded up to the next whole person. The co-opted members are not counted towards quorum.

A Council member who is conflicted in relation to a particular item does not count towards quorum for that item if they withdraw from the discussion and vote.

9.3 Voting

Council should aim to reach decisions by consensus. Where consensus is not reached, a decision shall be made by a simple majority of eligible votes cast at a quorate meeting.

In the event of an equality of votes, the President has a casting vote, provided that the President is not conflicted and has not already cast a vote in a capacity that would result in two votes. If the President is absent or conflicted, the meeting shall appoint an eligible, non-conflicted Chair, who may exercise a casting vote only if the meeting has expressly agreed this before the vote.

9.4 Electronic decisions

Council may make a decision electronically where this is efficient or necessary. The proposal, relevant papers, voting deadline and method for declaring conflicts must be circulated to all Council members.

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The same quorum, conflict-management and voting rules apply to electronic decisions as to meetings. The decision and votes shall be recorded and included in the minutes of the next Council meeting.

9.5 Urgent decisions

Where a decision is genuinely urgent and it is not reasonably practicable to convene a quorate Council meeting or electronic Council decision, the Officers may act collectively in the best interests of the Association.

The President may act alone only where consultation with the other Officers is not reasonably practicable. Any urgent decision must be recorded in writing, including the reason for urgency, options considered, interests declared, decision made and reasons. It must be reported to Council for ratification at the next meeting.

Urgent authority must not be used to amend this Constitution, appoint or remove an Officer, approve a related-party transaction, or make an unbudgeted commitment exceeding Council's financial approval threshold.

9.6 Advice

Council may obtain independent legal, financial, regulatory, clinical, governance or other professional advice where it considers this necessary. Council must approve any such expenditure in accordance with the financial delegation arrangements.

10. Conflicts of interest

Every Council member shall declare actual, potential or perceived conflicts of interest:

- On appointment.
- At the start of each Council meeting.
- As soon as a conflict arises.

The Secretary or administrator shall maintain an electronic register of interests. The register shall be available to relevant stakeholders on reasonable request, subject to data-protection and confidentiality requirements.

A conflicted Council member shall normally withdraw from the relevant discussion and shall not vote. The conflict, management action and decision shall be recorded in the minutes.

Any proposed arrangement involving a Council member, Officer, close relative, employer or connected organisation must be managed as a related-party transaction. Only non-conflicted

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decision-makers may consider and approve it, and it must demonstrably be in the Association's best interests.

11. Conduct, integrity and confidentiality

Council members shall act with integrity, honesty, respect, professionalism and due care. They shall maintain confidentiality in relation to Association business, personal data, commercially sensitive information, Council discussions and any matter properly designated confidential.

This duty does not prevent proper disclosure required by law, made to a regulator, made under a protected disclosure process, or made with appropriate authority for the Association's legitimate business.

The Association shall operate in accordance with:

- English law and applicable United Kingdom law.
- The Articles of Association of BAOIA Limited.
- Applicable data-protection law.
- Charity Commission guidance and standards if BAOIA becomes a registered charity.
- General Medical Council Good Medical Practice and other professional standards relevant to Council members' conduct.

12. Dissolution

A proposal to dissolve the Association or BAOIA Limited must be considered in accordance with applicable law and the Articles of Association. It requires a member resolution approved by at least two-thirds of votes cast by eligible Members, unless a higher threshold applies.

After payment of liabilities, any remaining assets shall be transferred only in accordance with applicable law, the Articles of Association and any legal restrictions on those assets. If BAOIA is then a charity, remaining charitable assets shall be applied for charitable purposes consistent with the Association's objects.

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Part B — Governance Manual

13. Strategic planning and organisational effectiveness

Council shall maintain a strategy document setting out the Association's objectives, priorities, measures of success and material risks.

Within 12 months of a new President taking office, Council shall consider the strategy and the potential benefits and drawbacks of partnership working, merger and dissolution. This discussion must be recorded in Council minutes.

Council shall conduct a formal annual review of organisational and Council effectiveness. The review should consider progress against strategy, member feedback, financial performance, risk, succession, skills, diversity of participation, meeting effectiveness and delivery of agreed actions.

14. Delegation and committees

Council may delegate defined responsibilities to Officers, individual Council members, working groups, committees, event organisers, employees or contractors. Delegation does not remove Council's collective oversight responsibility.

Each delegation must state:

- The purpose and scope of authority.
- Any financial limit.
- The person or group accountable.
- Reporting arrangements.
- Duration and review date.

Council may establish committees or working groups, including groups for the ASM, education, membership, communications, equality and diversity, or other purposes. Council must approve terms of reference and review them periodically.

15. Finance, budget and reserves

15.1 Financial year and reporting

The Association's financial year runs from 1 August to 31 July unless Council resolves otherwise in accordance with applicable law.

The Treasurer shall present:

- A proposed budget for the forthcoming financial year at the AGM for member discussion and endorsement.
- Annual accounts and performance against the approved budget at the AGM.
- Financial reports to Council at least twice a year, including performance against budget, cash position, significant commitments, reserves and material risks.

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An independent accountant appointed by Council shall compile the accounts and make relevant submissions to HMRC and, if applicable, the Charity Commission or other regulator. The accountant's appointment shall be reviewed at least every three years, on a change of Treasurer, or earlier where Council considers this necessary.

15.2 Financial approvals

All expenditure must be reasonable, consistent with the Association's objectives, properly evidenced and within budget unless otherwise approved.

For the purpose of these limits, "expenditure" includes invoices, purchase orders, contracts, subscriptions, deposits, recurring commitments and any other commitment that creates a financial obligation for the Association.

- The Treasurer may approve expenditure or commitments up to £500.
- Expenditure or commitments between £501 and £5,000 require approval by both the Treasurer and President.
- Expenditure or commitments exceeding £5,000 require prior approval by Council through a quorate meeting or properly conducted electronic decision.

The person seeking approval must not approve their own expense, invoice, payment or contract. Related-party transactions must be managed under section 10.

Where practicable, payment release should require two authorised persons in accordance with the bank mandate. The Treasurer shall promptly report material unbudgeted expenditure, emergency expenditure, and significant variances to Council.

15.3 Expenses

Reasonable, properly incurred Association expenses will be reimbursed on submission of receipts and in accordance with the Association's expenses policy. Council may set eligible categories, rates, limits, approval arrangements and claim deadlines in that policy.

15.4 Assets and reserves

The Association shall manage money, property, intellectual property, records and other assets prudently to support its objectives.

Council shall maintain an appropriate unrestricted reserve and consider whether a designated reserve is required to manage foreseeable risks, including financial loss associated with cancellation or underperformance of an ASM.

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16. Administrator and contractors

The Association administrator is engaged as a self-employed contractor and is accountable to Council through the designated Officer or Council lead.

The administrator's fee or remuneration shall be reviewed at least every three years. A written services agreement shall set out duties, authority limits, fee arrangements, confidentiality, data-protection requirements, performance review, insurance where appropriate, ownership of work product, and termination arrangements.

Unless the written contract states otherwise, either party may terminate the contract with one month's written notice.

The administrator may attend Council meetings in a non-voting capacity when requested. They must declare conflicts of interest and comply with the Association's confidentiality, data-protection and records-management requirements.

17. Risk management

Council is responsible for maintaining and reviewing a risk register at least annually and whenever there is a material change in risk.

Each risk entry should record:

- Risk description and category.
- Likelihood and impact before mitigation.
- Risk owner.
- Existing controls and further mitigation actions.
- Target date for actions.
- Likelihood and impact after mitigation.
- Residual risk rating and whether it is within the Association's risk appetite.
- Review date and status.

The risk register shall include, as relevant:

- Inability to meet financial obligations or event-related loss.
- Data protection, cybersecurity and loss of information.
- Conflicts of interest and governance failure.
- Reputational harm.
- Failure of critical suppliers, contractors or event arrangements.
- Legal, regulatory, company-law and tax compliance.
- Succession and loss of key office-holder capacity.
- Equality, diversity and inclusion risks.
- Health, safety and safeguarding issues relating to events and activities.

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18. Data protection, privacy and records

18.1 Data protection

BAOIA shall process personal data in accordance with applicable data-protection law, including the UK General Data Protection Regulation and Data Protection Act 2018.

BAOIA shall:

- Collect only the personal data necessary for specified, explicit and legitimate purposes.
- Identify and document an appropriate lawful basis for processing.
- Process personal data lawfully, fairly, transparently and securely.
- Keep personal data accurate and update or rectify it where appropriate.
- Retain personal data only for as long as necessary and dispose of it securely.
- Provide appropriate privacy information to individuals.
- Use written data-processing arrangements with service providers where required.
- Use appropriate safeguards for international transfers where relevant.
- Maintain proportionate technical and organisational security measures, including access control, strong authentication, encryption where appropriate, backup and secure disposal.
- Maintain a process for assessing, documenting, mitigating and, where required, notifying personal-data breaches to the ICO and affected individuals.
- Facilitate data-subject rights requests in accordance with applicable law.

BAOIA is registered with the Information Commissioner's Office as a data controller under registration number ZC065305, subject to confirmation and renewal of that registration.

18.2 Data storage and retention

BAOIA shall use approved cloud storage and other systems appropriate to the data concerned and compliant with applicable data-protection requirements.

Paper documentation should be minimised. Where paper documents are scanned, BAOIA shall securely destroy the original after 12 months unless a legal, evidential, or operational reason requires longer retention.

The following retention periods apply unless legal requirements, a dispute, investigation, audit, insurance matter or legitimate operational need requires a longer period:

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Record	Standard retention period
Individual membership records	Duration of membership plus 12 months
Formal Council and General Meeting minutes, resolutions and constitutional records	Permanently
Financial, tax and non-capital accounting records, including invoices, payment records and bank statements	At least seven years
ASM brochure and attendance registers	Five years
Membership survey results	Retain only as long as needed; anonymised or aggregated results may be retained longer where appropriate.
Complaints and disciplinary records	In accordance with the complaints and retention policies, taking account of sensitivity, legal risk and fairness

Access to records shall be limited to those with a legitimate need. Council shall approve and periodically review a records-retention schedule.

19. Equality, diversity and inclusion

The Association is committed to equality, diversity and inclusion. It will seek to ensure that its governance, elections, events, communications and membership arrangements are welcoming, fair and accessible.

The Association shall not routinely collect or retain special-category personal data or data relating to protected characteristics unless there is a clear purpose, a lawful basis, an appropriate condition for processing where required, and suitable privacy safeguards.

Council members are responsible for maintaining appropriate equality, diversity and inclusion learning through their employing organisations or other suitable routes. Council shall consider accessibility and inclusion when selecting meeting venues, virtual platforms and event arrangements.

20. Safeguarding, reputation and event safety

The Association does not ordinarily provide regulated activity or work directly with children, patients or vulnerable adults. Nonetheless, Council shall consider safeguarding, wellbeing, harassment, health and safety, and reputational risks in relation to its events, communications and activities.

Council shall maintain an appropriate safeguarding statement and event code of conduct. Council shall handle concerns promptly, fairly, and escalate them appropriately where necessary.

21. Monitoring, learning and stakeholder accountability

Council shall consider feedback from the ASM, webinars and other activities. Council may share feedback relating to individual speakers, presentations, or workshops with the relevant contributor appropriately and lawfully.

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The Association shall endeavour to liaise with the Royal College of Anaesthetists, the Association of Anaesthetists and specialist societies to share good practice and learn from relevant systems and standards.

Routine reporting to Members shall occur through the AGM and the members' area of the website. AGM agendas, approved minutes, annual reports and other appropriate governance information shall be made available to Members, subject to confidentiality, legal obligations and data-protection requirements.

22. Freedom of Information and transparency

BAOIA is not a public authority for the purposes of the Freedom of Information Act 2000 unless a legal determination provides otherwise. It is therefore not generally subject to statutory freedom-of-information obligations.

BAOIA may respond voluntarily to reasonable information requests where it can do so proportionately and lawfully. It shall not disclose personal, confidential, commercially sensitive, legally privileged or otherwise protected information unless required or permitted by law.

23. Complaints and concerns

BAOIA welcomes feedback and complaints and shall investigate them fairly and promptly.

The complaints procedure shall provide for:

- Acknowledgement normally within fourteen working days.
- A substantive response normally within 28 days.
- An explanation and revised response date where that timescale cannot be met.
- A non-conflicted investigator and decision-maker.
- Alternative handling where a complaint concerns an Officer, Council member, administrator or another person involved in the usual process.
- Confidential handling consistent with fairness, safeguarding and legal obligations.
- A record of the complaint, outcome, learning actions and any review.
- A proportionate review or appeal mechanism for serious or unresolved complaints.

No person who is the subject of a complaint may participate in investigating, deciding or approving the response to that complaint.

24. Related policies and schedules

Council shall maintain, review and make available as appropriate the following documents:

- Data-protection policy and privacy notice.
- Records-retention schedule.

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- Conflict-of-interest and related-party-transactions policy.
- Financial controls and expenses policy.
- Complaints policy.
- Equality, diversity and inclusion policy.
- Safeguarding statement and event code of conduct.
- Sponsorship, commercial partnership and event policy.
- Communications and social media policy.
- Speaking-up or whistleblowing policy.
- Council role descriptions, skills matrix, induction materials and succession plan.

25. Review and amendment of the Governance Manual

Council shall review this Governance Manual at least annually and may amend it by a simple majority at a quorate Council meeting or through a properly conducted electronic Council decision, provided that no amendment conflicts with applicable law, the Articles of Association or Part A of this Constitution.

The Secretary shall maintain version control, including version number, approval date, effective date, review date, summary of changes and document owner.

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Schedule 1 — Council decision record

For Council decisions, particularly electronic or urgent decisions, the record should include:

- Date and decision reference.
- Matter considered.
- Papers or information considered.
- Attendees or Council members consulted.
- Quorum confirmation.
- Interests declared and management action.
- Decision and voting outcome.
- Reasons and key considerations.
- Actions, owner and due date.
- Whether ratification is required.

Schedule 2 — Minimum election notice

An election notice should include:

- The role or number of Council vacancies.
- Eligibility criteria.
- Nomination opening and closing dates.
- How to submit a nomination and the required candidate statement.
- Voting opening and closing dates.
- Confirmation that electronic voting will run for 14 days.
- The date on which the elected term begins: the next AGM.
- Contact details for election queries.

Schedule 3 — Example risk scoring framework

Council may adopt and maintain a risk-scoring matrix. As a minimum, likelihood and impact should each be scored consistently, for example from 1 (low) to 5 (very high), with an overall risk score calculated as likelihood multiplied by impact.

Residual risks outside the Association's risk appetite must have a named owner, a documented mitigation plan, and a review date.

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