

# Bylaws of the Association for Simulated Practice in Healthcare (ASPiH)

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## Article 1: NAME

- I. The name of the Association shall be the Association for Simulated Practice in Healthcare (ASPiH) and shall be incorporated as a not-for-profit corporation in the United Kingdom.
- II. The association shall have a logo which shall be in the following form



- III. The Executive Committee may propose a change of name at any time. Any such name change must be approved by a vote of members.

## Article 2: PURPOSES

### Mission

The Association for Simulated Practice in Healthcare (ASPiH) is a not-for-profit membership community dedicated to improving professional performance and organisational learning in healthcare through the use of simulated practice and technology enhanced learning. Established in 2009 by professionals using simulation for education, assessment and research in healthcare, ASPiH promotes the science and practice of simulation by replicating significant aspects of the real world in an appropriately interactive and immersive manner. It is the primary learned body addressing the development and application of simulation in healthcare education and practice in the United Kingdom and Ireland.

### Vision and Aims

- Promote research and disseminate evidence based practice standards for clinical simulation methodologies and learning environments.
- Providing an effective communication network for those involved in simulated practice in the UK and beyond
- Identifying and sharing exemplars of good practice in the use of simulation that enhances education, training, assessment, research and quality improvement in health and social care
- Develop and share key strategic and operational resources for members drawn from experience within the association and through relationships with other parties
- Establish relationships with relevant government, academic, commercial or charitable and voluntary sector organisations within the UK and internationally that are deemed appropriate and beneficial to the aims of ASPiH and its members
- Encourage and support scholarly development and recognition of members through wider dissemination of innovative practice at scientific meetings, through publication, and by engagement with stakeholder groups and policymakers

## Article 3: DIRECTORS, EXECUTIVE COMMITTEE (EC) and OTHER STAFF

### Directors

The Company Directors as registered with Companies House shall be:

- Chief Executive Officer
- President
- Immediate Past President (IPP)

These roles are to comply with company law and have an overseeing role of the Executive Committee but have no other special voting or administrative powers. The Association has formal Articles that are available upon request. The procedures in the Articles for managing the Association are superseded by these Bylaws.

### Executive Committee

- I. The EC shall be the main governing body of ASPiH and will comprise a President, Vice President, CEO, Finance Director, Immediate Past President and at least four additional places for non-office bearing committee members. (EC Members)
- II. The EC is empowered to represent ASPiH for legal purposes

- III. The EC will invite and review applications for joining the EC from members of ASPIH and will strive to maintain a multiprofessional composition in line with the membership demographics.
- IV. Nominations for membership of the EC are drawn from those members who have made a significant contribution to the field of healthcare simulation, either through their work within the Association (e.g. Chairs of Special Interest Groups) or across the wider community.
- V. Members of the Executive Committee will provide their expertise and input at no cost but will receive benefits from the role through support of individual professional development and by gaining evidence of such activities and achievements for the purpose of appraisal and revalidation processes as well as applications for career development or other awards.
- VI. EC shall consist of officers:

**President** - will have general responsibility for the affairs and business of the association, and act as the senior office-bearing Executive. Primarily responsible for developing communications with senior members or other organisations and stakeholders. In the event of a tied vote on resolutions the President has the casting vote.

**Vice President** - shall share some of the representative duties of the President when required to liaise with other organisations and parties (unless other EC members are more appropriate), perform the duties and responsibilities of the President in his / her absence and shall have general responsibilities. The Vice President will not automatically succeed the President, but can be the President Elect.

**Finance Director** - responsible for monitoring all income and expenditures of the Association. Oversee the preparation and presentation of financial reports at EC meetings and an annual financial report for the AGM.

**President Elect** – person on the EC identified as potential successor to the President. They must serve at least 1 year as EC member in this role. This position is open to all EC members. If no one on the EC is willing to stand, or there is a tie, the President, IPP and CEO can jointly propose a person to for the position, the appointment to be agreed by a majority vote of the EC. The President Elect shall take up the role of President when the current President stands down.

**Immediate Past-President** - shall serve in those capacities thought to provide greatest continuity of purpose and to be most appropriate by the President and the EC for one year following the term as President. In the event that the President-Elect is unable to assume the Presidency, the Immediate Past President shall assume the Presidency for the balance of any unexpired term. The EC may vote to request that the Immediate Past President stays on the Executive Committee to provide continuity. If the IPP accepts the position, this will be reviewed annually.

## Election and Term of Office

- I. All officers shall be elected by a majority vote of the EC.
- II. EC members will normally serve a term of 2 years and can be re-elected by majority vote of the EC for up to three further terms. To promote stability and succession planning the EC members shall be elected (or re-elected) through staggered terms in odd and even numbered years

- III. In the event of a vacancy in office of the President, the President-Elect shall succeed and assume the role of President. If the President resigns in a year when there is no President-Elect the Immediate Past-President will assume the role of President. In the event that the President-Elect and/or the Immediate Past-President are unable to assume the role of President, the Vice-President will assume the role of President.
- IV. If an EC member chooses to resign membership from ASPiH they will no longer be eligible to serve on the EC
- V. EC members may be removed at any time by a majority vote of the EC. This requires at least four weeks' notice to be given to the individual, and will only be sanctioned after having offered a reasonable opportunity to present their perspective to the EC if they so choose
- VI. EC members shall perform all duties entrusted to them to the best of their abilities and abide by the constitution, policies, and procedures of the association
- VII. A quorum of the EC shall consist of more than 50% of voting EC Officers.

## Appointed Officers

- I. **Chief Executive Officer (CEO)** – may be appointed by the EC in line with strategic objectives and shall remain in office until either:
  - a. They wish to resign and in this case they should provide a minimum of 2 months' notice in writing to the President.
  - b. The EC wish to replace them or the role is deemed unnecessary in which case they will be provided with 2 months' notice of termination in writing. Reasons for termination will be provided in writing.
- II. Chief Executive Officer CEO shall have primary responsibility for day to day operations and for developing the Association in the UK and globally. Main duties and objectives will be set in an annual business plan. Responsible for managing the budgets and associated finances on behalf of ASPiH, and arranging external audit and regular oversight by a certified accountant for assurance purposes. The appointment to this position requires approval by the EC. The CEO is a member of the Executive Committee but will abstain from any discussions/votes related to the duties/payment related to the role.

## Other Staff, or Suppliers of Services to the Association

- I. The Association will endeavor not to employ individuals directly via PAYE but the EC retains the authority to recommend such action if felt necessary to support the organisation and its goals. Any such decision would be approved only after formal discussion and majority agreement by the EC.
- II. The Association shall appoint secretariat, individuals or organisations as required to provide services and support to achieve its strategic and practical objectives including conferences, educational sessions, and membership support. Terms of engagement and termination will be set out in specific service agreements.
- III. Any suppliers providing services or contracted project work for ASPiH will produce relevant evidence of their capabilities and capacity to meet the requirements of this work, which will be

reviewed and approved by the Executive Committee. Any external service roles will be advertised in the appropriate domains and appointments made through a majority vote of the Executive Committee. If these services are to be provided by an existing Executive member, they will not be permitted to vote on any matters which may present a conflict of interest.

- IV. The duties to be undertaken by any such individuals will be outlined in a specific contract. Individuals appointed to such roles may be members of the EC but the contract will define additional paid services separate from EC duties, the expectation being that EC duties will be supplied free of charge. Fees for consultancy work will be agreed on an individual basis and subject to review by the EC as required.

## ARTICLE 4: MEETINGS AND VOTING PROCEDURES

### Voting Procedures

- I. At face to face meetings and the AGM resolutions will be adopted if the majority of those present vote in favour.
- II. If there is a need or desire to engage with the full membership or the proposed resolution is deemed by the EC to be urgent (i.e. cannot wait until the AGM) then a suitable on line voting system can be used, with a majority of responses being required to adopt the resolution.

### Executive Committee Meetings

- I. The EC will meet at least 3 times per year face to face, one of these meetings being held prior to the Annual Conference. The EC will also meet virtually via regular teleconferences.
- II. Minutes of the face to face meetings will be made available to the members via the web site.
- III. The EC meetings will focus on the operations of the Association that will include a financial update, annual conference plans, EC membership and the implementation of strategic plan and vision for the Association.

### Additional Extraordinary General Meetings or Resolutions

- IV. Additional General Meetings of the members of the Association, in addition to the AGM, can be held at such times and places as the EC may determine.
- V. The membership present at these General Meetings shall constitute a quorum, and such quorum, by a simple majority vote (or by some other percentage when specifically called for via a special resolution) may transact and adopt any resolutions that may be properly brought before the meeting.
- VI. Members may propose to the EC reasons for additional meetings and the EC may, via a majority vote, to organise an additional meeting. If a meeting is not deemed necessary or feasible, the Association will ensure members views or vote on any formal resolution will be obtained via teleconferencing or other electronic means. The EC does not have to agree to any proposed additional meeting.

## Article 5: MEMBERSHIP AND DUES

- I. The EC may establish and/or change the membership categories.
- II. All individuals who are members shall have the right to vote, hold office, and serve on committees.
- III. Formal application for membership as an individual or as part of an institution (Institutional Membership) can be made at any time either in writing to the CEO or via the application process on the ASPIH website.
- IV. Membership fees will be renewable annually unless otherwise authorised by the CEO and Finance Director.
- V. The membership fee will be set by the EC and any changes approved by majority vote at the Annual General Meeting (AGM)
- VI. Membership is automatically cancelled if the annual fee is not paid within one month of expiry
- VII. Resignations from ASPIH prior to expiry of membership will be by email to the ASPIH Secretariat and will not entitle any refund of membership fee
- VIII. Membership is discontinued upon death and / or dissolution / termination of ASPIH
- IX. Contact details of members shall be maintained in good order and comply with all appropriate email codes and data protection laws. ASPIH Secretariat shall not release confidential membership data to third parties without explicit permission of the EC.

## Article 6: ANNUAL GENERAL MEETING

- I. The AGM will take place each year in conjunction with the annual national conference. An Annual Report of activities will be made available to all members in advance (in electronic format) and will include abbreviated versions of the reports to be presented at the meeting including a summarised annual account.
- II. Proposed amendments to the Articles of Association or these bylaws shall be notified to all members at least two weeks before the AGM and approved or rejected by majority vote.
- III. Resolutions presented at the AGM shall be carried by a simple majority of the members present. A quorum of members shall be no less than 4 members.
- IV. Minutes of the AGM and meetings of the EC shall contain a record of all proceedings, resolutions and decisions. These minutes will be made available to members on request or electronically via the ASPIH website when this function is available. The draft AGM minutes shall invite members to comment on matters of accuracy in advance of being accepted formally as part of the subsequent AGM
- V. An Extraordinary General Meeting can be called by the EC on significant matters affecting the constitution or Association as a whole. If an ordinary member not on the EC wishes to propose such a meeting on a matter of similar significance, the CEO can initiate an electronic ballot of all members. If this is not feasible then the CEO can use on line voting systems if required.

## Article 7: COMMITTEES & SUB-COMMITTEES

- I. The EC can appoint members to ad-hoc Committees and Sub-Committees to manage specific projects as required. These will, as far as time allows, be chaired by a member of the EC. Minutes of meetings or activity reports will be provided to the EC within agreed timeframes.
- II. Standing ASPIH Committees will include:

### **Communication Committee:**

The Chair shall work in consultation with the Secretariat to facilitate the dissemination of information about the Associations' activities to members, affiliates and the wider healthcare community. They shall manage the web site content on a weekly basis and co-ordinate all other external communications from the Association.

### **Membership Committee:**

The Chair shall maintain the current roster of active (paid) members and initiate or oversee recruitment efforts for new and continuing members. The Chair shall collaborate with the Chair of Communications Committee to maintain current email directory of active members.

### **Standards & Quality Assurance Committee:**

The Chair shall oversee reviewing, initiating and facilitating the development of standards and guidelines for simulation. For the purpose of this document the term "standards" includes standards guidelines and best practices. The Chair will advise or support other EC members in representations with relevant standards setting and professional bodies relevant to quality of simulation-based education and practice in healthcare.

### **Research Committee:**

The Chair will provide leadership in stimulating research that addresses specific themes or opportunities relevant to the mission and vision of ASPIH. The RC will identify research funding opportunities and communicate the status of relevant research literature to the membership and the EC. The RC will create and maintain a research area of the Association's website and coordinate application processes or awards of any research grants supported by ASPIH.

### **Postgraduate Training and Student Committee:**

The Chair shall oversee the strategic development of ASPIH activities in relation to postgraduate, preceptorship, undergraduate and pre-registration training in all healthcare professions. This will include development of opportunities to promote engagement of students and newly qualified staff and to seek or promote ASPIH membership for this community. In this respect the Chair shall work in close consultation with the Membership Committee Chair.

### **Affiliations and Professional Bodies Committee**

The Chair shall oversee and manage all formal affiliations for the Association including negotiating any reciprocal arrangements for meetings and/or membership fees. They shall also seek out new affiliations, partnerships or other forms of relationship with professional bodies and organisations that will help achieve the aims of the Association or add value to the ASPIH membership.

## Article 8: OTHER PROVISIONS

- I. All monies raised by or on behalf of ASPIH will be used to further the aims and objectives of the Association
- II. No payments shall be made to members of the EC other than reasonable expenses
- III. All payments by the Association must be approved by the CEO and reviewed on a monthly basis by the Finance Director
- IV. Proper financial records shall be maintained under the oversight of the Finance Director and subject to annual audit by an external accountant, the summary of which will be presented as part of the AGM
- V. The fiscal year of the Association shall be on a calendar year basis January 1st through December 31st.

## Article 9: DISSOLUTION of the ASSOCIATION

- I. In the event of the dissolution of the Association, the EC shall give all of its assets to one or more not-for-profit, tax-exempt organisations. If the EC cannot decide on such organisations, the applicable Court shall make the decision under the laws of the United Kingdom.

## Article 10: AMENDMENTS and REVIEW

- II. Amendments to the Bylaws may be proposed by a majority of the EC or by a petition, sent to the CEO, which bears the signatures of at least 5 members.
- III. Amendments of the Bylaws require a majority vote of the members attending the AGM, including EC members. Notice of proposed amendments, together with rationale statements shall be posted on the Association website 10 days prior to voting.
- IV. In the event of an urgent requirement for an amendment outside of the AGM , the EC, by a majority vote, may authorise online posting of proposed amendments to the membership at any time and require a majority of respondents to be in favour for adoption.
- V. These bylaws will be reviewed every 2 years, unless amendments procedures indicated above are invoked.

**Adopted by EC**

**Date:**