

CONSTITUTION

PHYSIO FIRST CONSTITUTION November 2020

1. TITLE

The Organisation shall be known as “Physio First” and referred to as either Physio First or “the Organisation” throughout the Constitution.

The Organisation is a not-for-profit Organisation recognised by the Chartered Society of Physiotherapy (CSP) as the Professional Network representing the interests of self-employed private practitioner members of the Society

2. OBJECTIVES

The objectives of the Organisation shall be:

- 2.1** To promote the highest standards of clinical practice in physiotherapy generally and specifically in private practice
- 2.2** To promote the interchange of professional skills and ideas between individual practitioners
- 2.3** To encourage the Continuing Professional Development (CPD) of all members, ensuring that all members who actively practice physiotherapy participate in a recognised level of CPD annually
- 2.4** To market the private physiotherapy services provided by members in order to increase business and profit for those members
- 2.5** To provide large organisational benefits to individual members including guidance, support, education and representation at a national level with commercial organisations and within the healthcare marketplace
- 2.6** To encourage the highest standards of professional management within the context of private practice
- 2.7** To act as an advisory body to which members and the public can apply for advice concerning matters specific to physiotherapy in private practice
- 2.8** To strengthen and maintain the direct relationship between the Organisation and The Chartered Society of Physiotherapy

3. POWERS

In the furtherance of the said objects but not further or otherwise the Organisation shall have the following powers:

- 3.1** To carry out all such lawful acts as are necessary for the attainment of the above objectives
- 3.2** To carry on trade or business either directly or indirectly so long as that trade or business is undertaken with the aim of achieving the objects
- 3.3** To purchase, lease, hire or otherwise acquire and also, subject to such consents (if any) as may for the time being be imposed or required by law, sale, mortgage, lease, grant licences, easements and other rights over, exchange or otherwise deal with or dispose of any real or personal property for the purposes of the Organisation
- 3.4** To rent, build, construct, endow, furnish, equip, execute, carry out, improve, work, alter, administer, maintain, manage, insure or control buildings and premises and to contribute to or assist in any of the aforesaid activities with a view to the promotion or carrying out of the objects of the Organisation
- 3.5** To employ and pay such solicitors, medical practitioners, accountants, consultants and any other professional persons, clerks and other staff as are necessary for the furtherance of the objects of the Organisation
- 3.6** To insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and its members from and against, all such risks incurred in the performance of their duties as may be thought fit
- 3.7** To establish, where necessary, local regions and special interest groups of the Organisation

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- 3.8** To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Organisation
- 3.9** To employ and remunerate any person rendering services to the Organisation as may be thought expedient
- 3.10** To do all such other lawful things as are necessary for the attainment of the above objects or any of them

4. MEMBERSHIP

Only a person who is a member of the Chartered Society of Physiotherapy, an autonomous practitioner and registered with the Health and Care Professions Council (HCPC) as a Physiotherapist and has a physiotherapy qualification at BSc or equivalent (as decided by the Executive Committee from time to time) shall be eligible for Full, Affiliated, Non-practising or Honorary Life (practising) membership of the Organisation. Journal and Honorary Life (non-practising) members are not required to have membership of the Chartered Society of Physiotherapy or be registered with the Health and Care Professions Council. Only Full, Affiliated, and Honorary Life (practising) members have full voting rights.

All Full, Affiliated and Honorary Life (practising) members must adhere to the current Standards and Rules and Regulations imposed by the Health Professions Council and by the Chartered Society of Physiotherapy.

Full, Affiliated or Honorary Life (practising) members who undertake outside management consultancy activities relating to the practice of physiotherapy must register such activity with Physio First to ensure that any possible conflict of interest is identified.

Every member, except an Honorary Life member of the Organisation, shall pay an annual subscription to its funds of such amount as shall be prescribed by the Executive Committee and which sum shall become due on such date in each year as the Executive Committee shall determine in its absolute discretion.

Physiotherapists admitted to membership of the Organisation after the due date for payment of subscriptions (as determined by the Executive Committee in any year) shall pay the subscription for that year which may be at such lower rate as the Executive Committee shall direct.

Members who are practising outside the UK must be members of the governing body of the country in which they are practising.

Membership categories are defined as:

4.1 FULL MEMBERSHIP

Full membership shall be open to Chartered Physiotherapists who are self-employed in private practice or who are employed by a Limited Company where that Limited Company is substantially owned by Chartered Physiotherapists.

For the purposes of this clause, a “Limited Company” shall be deemed to be “substantially owned by Chartered Physiotherapists” providing that 50% of the issued share capital, carrying the right to vote is held by one or more Chartered Physiotherapists

4.2 AFFILIATED MEMBERSHIP

Affiliated membership shall be open to those physiotherapists who are employed in private practice. If employed in a private practice, the practice principal or physiotherapy manager must be a full Physio First member

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4.3 NON-PRACTISING MEMBERSHIP

Non-practising membership shall be open to those Chartered Physiotherapists who have previously held full Physio First membership but who are currently not practising as a physiotherapist at all

4.4 JOURNAL SUBSCRIPTION

Journal subscription shall be open to any individual, company or organisation

4.5 HONORARY LIFE MEMBERSHIP

The committee or any member of Physio First shall have the power to nominate as an Honorary Life member, any Chartered Physiotherapist who has rendered eminent service to the Organisation. Such nominations shall be tendered and duly considered by the Awards Panel and by the Full Physio First Committee

There shall be two categories of Honorary Life membership. The first is Honorary Life membership (practising) for those members still working as Physiotherapists. Their membership shall continue unchanged with the exception that they shall pay no annual subscription. The second category shall be Honorary Life membership (non-practising) for those members who have ceased practising as a Physiotherapist or other persons

5. APPLICATIONS FOR AND TERMINATION OF MEMBERSHIP

- 5.1** Applications for membership shall be made in writing to the Chairman in the form prescribed from time to time by the Executive Committee
- 5.2** Applications for membership shall be considered and decided by the Executive Committee. The Executive Committee shall be entitled to delegate the consideration of the applications to such servants or officers of the Organisation, as it shall from time to time decide
The Executive Committee shall have the power in its absolute discretion to refuse an application for membership without assigning any reason
- 5.4** The Executive Committee may terminate the membership of any member who does not fulfil the requirements of membership, or who has committed a breach of this Constitution, or whose conduct it considers in its absolute discretion to be opposed to the interests of the Organisation
- 5.5** Without prejudice to the discretion exercisable by the Executive Committee, the following matters are likely to be regarded as grounds for termination of membership:-
 - 5.5.1** false statements in the membership application form
 - 5.5.2** refusal to comply with the reasonable requirements of the Organisation
 - 5.5.3** inaccurate description in the members' advertisements or signage of the members' status in the Organisation, including without limitation use of the Organisation's logo in any advertisement or sign while the member does not fulfil the requirements of clause 4 of this Constitution
 - 5.5.4** failure to pay any sum due to the Organisation within 28 (twenty eight) days of its due date for payment
 - 5.5.5** failure to renew or suspension or removal from registration with the Health Professions Council or membership of the Chartered Society of Physiotherapy
- 5.6** The Executive Committee shall give notice in writing of its decision regarding termination of membership within 14 (fourteen) days of such decision (whereupon the member shall forfeit all the privileges of membership)
- 5.7** A member whose membership has been terminated by the Executive Committee may appeal against the termination by notice in writing to the Chairman given within 14 (fourteen) days of service of notice of termination
- 5.8** The appeal, if any, will be determined within 3 (three) months of service of the notice of appeal under 5.7 by the Full Committee as they may in their absolute discretion think fit. It shall give notice in writing to the member of the result of its determination within 14 (fourteen) days thereof

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5.9 The membership privileges of a member who has received notice of termination under 5.6 shall be forfeited upon the occurrence of the following events (but for the avoidance of doubt shall continue in force unless and until so forfeited):-

5.9.1 upon the expiration of the time for appeal under 5.7, the member having served no notice of appeal; or

5.9.2 upon service upon the member of notice of the failure of his or her appeal

6. THE MANAGEMENT OF THE ORGANISATION

6.1 THE EXECUTIVE COMMITTEE

The management of the Organisation, both professional and financial, shall be vested in the Executive Committee. All voting Executive Committee members shall be Full Physio First members.

Any member of the Committee who is absent, without good reason, for more than two consecutive meetings will have their membership of the committee reconsidered.

The Executive Committee shall be composed of:

- The Chairman
- The Vice Chairman
- The Honorary Treasurer
- The Honorary Membership Officer
- The Honorary Education Officer
- The Honorary Commercial Officer
- The Honorary Research & Development Officer
- The Honorary Communications Officer
- The Honorary Regional Officer Representative - the Honorary Regional Officer Representative shall be nominated from the Regional Officers, from those currently serving or who have retired within 2-years, by the Regional Officers every two years at their meeting just prior to the AGM and shall be proposed and seconded and then considered by and elected by the Physio First Full Committee. The representative will be ratified at the following AGM

6.2 THE CHAIRMAN

The Chairman will have served on the Executive Committee at some time during the previous 2 (two) years immediately prior to election.

Subject to there being no candidate for the position of Chairman who has served on the Executive Committee at some time during the 2 (two) years immediately prior to the election, then a member of the Full Committee may be nominated.

Nominations for the position of Chairman having been duly proposed and seconded by two members will be considered by and elected by the Full Physio First Committee. The Chairman elect will be ratified at the following AGM.

The Chairman shall serve for a period of two years after which he / she must present their resignation in writing. If duly proposed and seconded, he / she may be re-elected by the Full Committee.

The Chairman may stand for a maximum of 4 (four) years

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6.3 THE VICE-CHAIRMAN

Nominations for the position of Vice-Chairman having been duly proposed and seconded by two members will be considered by and elected by the Full Physio First Committee. The Vice-Chairman elect will be ratified at the following AGM.

The Vice-Chairman shall serve for a period of 2 (two) years after which he / she must present their resignation in writing. If duly proposed and seconded, he / she may be re-elected by the Full Committee.

The Vice-Chairman may stand for a maximum of 6 (six) years

6.4 REPRESENTATIVE ON THE COUNCIL OF THE CHARTERED SOCIETY OF PHYSIOTHERAPY

The Executive member who is the representative on the Council of the Chartered Society of Physiotherapy shall be proposed and seconded and then considered by and elected by the Full Physio First Committee. The representative will be ratified at the following AGM. The representative will serve for a period of 2 (two) years after which he / she must present their resignation in writing. If duly proposed and seconded the representative may be re-elected by the Full Physio First Committee for further terms of office. After each re-election the representative must be ratified at the following AGM

6.5 THE TREASURER

Where the Treasurer is not a Chartered Physiotherapist, he / she may be appointed under contractual terms agreed by the Executive Committee. If not a Chartered Physiotherapist, he / she will not be counted an Honorary Officer and shall have no voting rights

6.6 ELECTION OF EXECUTIVE OFFICERS

- The Honorary Treasurer
- The Honorary Membership Officer
- The Honorary Education Officer
- The Honorary Commercial Officer
- The Honorary Research & Development Officer
- The Honorary Communications Officer

When offices are open for election (or re-election), nominations (properly seconded by two members) shall be submitted to the Chairman not less than eight weeks before the AGM.

A vote shall take place at the AGM and the Officer shall be duly elected by a majority vote

6.7 TERM OF OFFICE OF THE EXECUTIVE OFFICERS

6.7.1 Executive Officers shall serve for a period of two years after which they must present their resignation in writing. If duly proposed and seconded, they may stand for re-election

6.7.2 Executive Officers shall not be eligible to serve for more than three consecutive terms in the same office

6.7.3 Termination: Executive Officers can be asked to resign by the Full Committee where they are deemed not to carry out their role, or where their activities are deemed incompatible with that role

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6.8 CO-OPTION TO THE EXECUTIVE COMMITTEE

The Executive Committee shall have the responsibility of co-opting additional members onto the Executive Committee to facilitate the decision making processes of the Organisation and to ensure representation of all sections of the membership of Physio First and for information exchange with the CSP and HCPC.

The term of office of any co-opted Executive Committee member shall be one year. No more than two terms may be served as a co-opted member of the Executive Committee. For the avoidance of doubt, any co-opted member shall not have voting rights on any issue

6.9 RESPONSIBILITIES AND DUTIES OF THE EXECUTIVE

6.9.1 To administer and manage the finances and business of the Organisation including the recommendation of the subscription levels for the Organisation

6.9.2 To consider the decisions of the Annual General Meeting or Extra-ordinary General Meeting

6.9.3 To decide on the appointment, role, responsibilities and contractual obligations of the Strategic and Business Lead

6.9.4 To decide on the appointment, role, responsibilities and contractual obligations of the Treasurer and Information and Technology Officer if either is not a Chartered Physiotherapist

6.9.5 To review nominations for the role of President and any Vice-President(s)

6.9.6 To make provision for the holding of conferences and to stipulate the conditions for their organisation

6.9.7 To appoint committees, sub-committees and working parties as necessary

6.9.8 To deal with applications for membership and termination of membership

6.10 EXECUTIVE MEETINGS

Executive Meetings shall be held as necessary to facilitate the decision making processes of the Organisation.

The meeting shall be chaired by the Chairman who shall regulate the proceedings and procedure including (with the consent of the meeting) adjournment of business. In the absence of the Chairman, the Vice-Chairman shall have the power to conduct and chair the meeting. In the absence of a Vice-Chairman, the members present and entitled to vote shall have the power to elect a member of the Executive to conduct and chair any such meeting.

Minutes of the meeting shall be taken. A report of the meeting shall be distributed to Full Physio First Committee members when confirmed by the Executive Committee.

Each Executive Committee Member shall have one vote. The Chairman shall have a casting vote when required

6.11 THE PRESIDENT

It is not essential that the President be a Chartered Physiotherapist. Nominations for the Office of President duly proposed and seconded by two Physio First members can be submitted to the Executive Committee. Nominations will be considered by the Full Physio First Committee and the President Elect will be ratified at the following AGM

6.12 VICE-PRESIDENT(S)

Nominations for the Office of Vice President(s) duly proposed and seconded by two Physio First members can be submitted to the Executive Committee. Nominations will be considered by the Full Physio First Committee and the Vice President(s) elect will be ratified at the following AGM

6.13 THE FULL PHYSIO FIRST COMMITTEE

All voting members of the Full Committee shall be Chartered Physiotherapists and Full members of the said Organisation

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Any member of the Committee who is absent, without good reason, for more than two consecutive meetings will have their membership of the Committee reconsidered.

The Full Physio First Committee shall be comprised of:

- The Executive Committee
- One Representative from each Region of the Organisation (Regional Officer)

6.14 REGIONAL OFFICERS

- 6.14.1** Each Physio First Region shall elect a Regional Officer and an Alternate
- 6.14.2** Regional Officers shall be nominated and properly seconded from the membership of their Regions
- 6.14.3** Regional Officers and Alternates shall serve for a period of 3 (three) years after which they must present their resignation in writing. If duly proposed and seconded, they may stand for re-election
- 6.14.4** Regional Officers shall not be eligible to serve for more than two consecutive terms of office
- 6.14.5** Regional Officers shall be elected by the membership of their Regions in which each member shall have one vote
- 6.14.6** The election of the Regional Officer shall be ratified by the AGM
- 6.14.7** Regional Officers shall maintain a bank account as directed by Physio First and shall present full Regional accounts to the Treasurer annually for audit
- 6.14.8** Only those expenses which are incurred in accordance with Physio First Policy and Procedures shall be reimbursed for the attendance at meetings or in the fulfilment of the duties and responsibilities of a Regional Officer
- 6.14.9** The resignation of a Regional Officer can be sought by the Full Committee where they are deemed not to be carrying out their role, or where their activities are not compatible with that role

6.15 CO-OPTION TO THE FULL COMMITTEE

The Committee shall have the right to co-opt additional members onto the Full Committee. These shall be drawn from:

- 6.15.1** Any other membership category of Physio First where such a member will facilitate the business of the Organisation
- 6.15.2** Co-opted members from these categories shall be elected annually by the Full Committee and shall therefore serve for a term of one year
- 6.15.3** Co-opted members shall have no voting rights
- 6.15.4** Co-opted members shall not exceed one half of the elected members of the Committee or Executive Committee as the case may be

6.16 THE FULL COMMITTEE MEETING

6.16.1 A meeting of the Full Physio First Committee shall take place at least twice a year

6.16.2 Minutes shall be taken and distributed to members of the Committee

6.17 WORKING PARTIES AND SUB-COMMITTEES

Working parties, panels and sub committees shall be convened as necessary to accomplish the work of the Organisation and will work within the Constitution of the Organisation. They will work within their terms of reference and adhere to the policy and procedures of the Organisation

Any member of the working party or sub-committee who is absent, without good reason, for more than two consecutive meetings will have their membership of the committee re-considered

6.18 THE STRATEGIC AND BUSINESS LEAD

The Strategic and Business Lead, where such a post exists, shall be appointed by the Executive Committee under contractual terms agreed by the Executive Committee

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6.19 EX-OFFICIO POSITIONS

The Chairman, Vice-Chairman and Strategic and Business Lead, when such a post exists, shall be ex-officio on all the Physio First committees and working parties

6.20 ANNUAL GENERAL MEETINGS

- 6.20.1** An Annual General Meeting (AGM) of members of the Organisation shall be held once in each calendar year and at such a time (not being more than 15 (fifteen) months after the completion of the previous AGM) and at such a place as the Executive Committee shall decide
- 6.20.2** All fully paid members of the Organisation are entitled to attend the Annual General Meeting with the exception of Journal members
- 6.20.3** All fully paid members of the Organisation are entitled to vote at the Annual General Meeting with the exception of Journal, Non-practising and Honorary Life (non-practising) members
- 6.20.4** The Physio First administrative team and the Strategic and Business Lead and any other non-physiotherapist members of the Executive Committee of the Organisation shall, with the permission of the meeting, be permitted to attend the AGM
- 6.20.5** Notice of the AGM shall be published not less than 3 (three) months prior to the appointed date and notices in the Chartered Society of Physiotherapy's Frontline and / or Physio First's In Touch or newsletter shall suffice
- 6.20.6** The AGM shall receive the minutes of the previous meeting, reports from the Chairman and the Treasurer together with the Balance Sheets and Accounts for the previous financial year
- 6.20.7** The AGM shall appoint the accountant responsible for producing the accounts of the Organisation
- 6.20.8** Any motion (including those to amend the Constitution) properly seconded, to be included in the agenda of the AGM must be submitted in writing to Chairman not less than eight weeks before the AGM
- 6.20.9** Each member attending the AGM shall be allowed one vote on motions presented at the AGM
- 6.20.10** Proxy votes are not permitted
- 6.20.11** A motion (including amendments to the Constitution) shall be carried if passed by a 2/3 (two thirds) majority vote of attending delegates
- 6.20.12** Minutes of the AGM shall be taken and distributed to all members for confirmation at the next AGM
- 6.20.13** The AGM shall be chaired by the Chairman of the Organisation who shall regulate the proceedings and procedure including (with the consent of the meeting) adjournment of business
- 6.20.14** In the absence of the Chairman, the Vice-Chairman shall have the power to conduct and chair the meeting. In the absence of a Vice-Chairman, the members present and entitled to vote shall have the power to elect a member of the Executive to conduct and chair any such meeting

6.21 EXTRAORDINARY GENERAL MEETING

- 6.21.1** The Full Physio First Committee shall have the power to call an Extra-ordinary General Meeting
- 6.21.2** An Extra-ordinary General Meeting may also be called at the request of not less than five per cent of the membership and only if all the membership have been informed of the purpose of the meeting
- 6.21.3** Fourteen days clear notice shall be given to members of an Extra-ordinary General Meeting which shall be limited to the business for which it was called
- 6.21.4** All fully paid members with the exception of Journal, Non-practising and Honorary Life (non-practising) members shall be eligible to vote at the EGM
- 6.21.5** Proxy votes are not permitted
- 6.21.6** A motion will be adopted by the meeting if it is carried by a 2/3 (two thirds) majority of voting delegates

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6.21.7 The Physio First Committee shall have the discretion to permit attendance at an EGM by non-members of the Organisation. Such non-members shall not be permitted to vote on any motion before the meeting but may, with the permission of the meeting, be allowed to speak

6.22 QUORUM

A quorum of the Full Committee or the Executive Committee shall be one half of the total membership of the respective Committee

7. FINANCE

- 7.1** Funds for conducting the affairs of the Organisation shall be raised by annual subscription and by any other appropriate and legal means as determined by the Executive Committee and ratified by the Full Physio First Committee.
- 7.2** Each member of the Organisation shall pay an annual subscription fee, as determined by the Executive Committee, for their particular category of membership. Such fee to be paid within one month of their due date.
- 7.3** Registration Fee - a registration fee shall be payable on joining or re-joining the Organisation, the amount to be determined by the Executive Committee and ratified by the Full Physio First Committee.
- 7.4** Legitimate expenses incurred by members of the Physio First committees and working parties in fulfilment of their duties and responsibilities for the Organisation, shall be re-imbursed in accordance with the Policies and Procedures of Physio First.
- 7.5** The financial year of the Organisation shall be from 1st. January to 31st. December.
- 7.6** In default of payment of the membership fee by the due date, all membership rights will be forfeited for that financial year, or until such time as the outstanding subscription is paid.
- 7.7** Appropriate Accounts for all Physio First business shall be kept in line with good accountancy practice.
- 7.8** An annual review by the duly appointed Accountant shall take place.
- 7.9** Accountants shall be appointed annually at the AGM.
- 7.10** A financial report will be presented annually to members.
- 7.11** Expenses for activities and financial obligations legitimately incurred in accordance with Physio First Policy and Procedures on behalf of the Organisation, shall be indemnified from the funds of the Organisation.

8. CESSATION

The Organisation may be wound up at a meeting of members, due notice of 21 (twenty one) clear days having been given to the whole membership. Notification of cessation shall be lodged with the Council of the Chartered Society of Physiotherapy and with the International Private Practitioners Association.

After the satisfaction of all its debts and liabilities (including specifically the capitation of fee or proportion of capitation fee paid to the Organisation by the Chartered Society of Physiotherapy for that year), any surplus remaining will be distributed to those members who ceased to be members within the year of the winding up or dissolution in proportion to the sum they have contributed or as per any other relevant legislation that may apply from time to time.