

**THE NEUROANAESTHESIA AND CRITICAL CARE SOCIETY
CONSTITUTION**

(Registered Charity Number: TBC)

Incorporated on [] 2025



THE NEUROANAESTHESIA AND CRITICAL CARE SOCIETY CONSTITUTION

Date of Constitution (last amended): DRAFT

1. Name and Establishment

- a. The name of the Charitable Incorporated Organisation (“the Society) is “The Neuroanaesthesia and Critical Care Society”.
- b. The Society is established to take over the assets, undertakings, and liabilities of the unincorporated charity of the same name, which is registered with the Charity Commission under registration number 1094094.

2. National location of principal office

The principal office of the Society is in England.

3. Objects

The objects of the Society are to promote and advance education in and the study of the art and science of neuroanaesthesia and neurointensive care, principally by means of the exchange of information among the Society’s Members for the benefit of the general public and in furtherance thereof:-

- a. To promote high standards of practice and patient care in the fields of neuroanaesthesia and neurointensive care;
- b. To encourage research in the fields of neuroanaesthesia and neurointensive care;
- c. To arrange and provide for the holding of meetings, lectures and classes, including an Annual Scientific Meeting, to provide a forum for the exchange and advancement of knowledge in neuroanaesthesia and neurointensive care;
- d. To award annual prize(s) for the best paper(s) submitted to the Society on a subject concerning neuroanaesthesia or neurointensive care; and
- e. To offer advice to appropriate bodies or individuals concerning neuroanaesthesia and neurointensive care.

Nothing in this constitution shall authorise an application of the property of the Society for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

4. Powers

The Society has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Society has power to:

- a. Borrow money and charge the whole or any part of its property as security for the repayment of the money borrowed. The Society must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- b. Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- c. Sell, lease, or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- d. Employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that clause;
- e. Deposit or invest funds, employ a professional fund manager, and arrange for the investments or other property of the Society to be held in the name of a nominee in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5. Application of income and property

- a. The income and property of the Society must be applied solely towards the promotion of the objects.
 - i. A charity trustee is entitled to be reimbursed from the property of the Society or may pay out of such properly reasonable expenses properly incurred by them when acting on behalf of the Society.
- b. A charity trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with and subject to the conditions in section 189 of the Charities Act 2011. None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Society or connected person. This does not prevent a member or connected person who is not also a charity trustee:

- i. Receiving a benefit from the Society as a beneficiary of the Society;
- ii. Buying or receiving goods and/or services from the Society on reasonable and proper terms;
- iii. Selling goods, services or any interest in land to the Society on reasonable and proper terms;
- iv. Being employed by, or receiving remuneration from, the Society on reasonable and proper terms;
- v. Receiving interest on money lent to the Society at a reasonable and proper rate, which must be not more than the Bank of England bank rate (also known as the base rate);
- vi. Receiving rent for premises let by the member or connected person to the Society. The amount of rent and the other lease terms must be reasonable and proper; or
- vii. Taking part in regular trading and fundraising activities on the same terms as members of the public.

Nothing in this clause shall prevent a charity trustee or connected person from receiving any benefit or payment authorised by Clause 6.

6. Benefits and payments to charity trustees and connected persons

a. General Provisions

No charity trustee or connected person may:

- i. Buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;
- ii. Sell goods, services, or any interest in land to the Society;
- iii. Be employed by, or receive any remuneration from, the Society; or
- iv. Receive any other financial benefit from the Society

Unless the payment or benefit is permitted by sub-clause (b) of this clause or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

b. Scope and powers permitting trustees’ or connected persons’ benefits

- i. A charity trustee or connected person may benefit from the Society as a beneficiary of the Society, provided that a majority of the trustees do not benefit in this way.

- ii. A charity trustee or connected person may enter into a contract for the supply of services and/or goods to the Society where that is permitted in accordance with and subject to the conditions in sections 185 to 188 of the Charities Act 2011.
 - iii. A charity trustee or connected person may receive interest on money lent to the Society at a reasonable and proper rate, not more than the Bank of England bank rate (also known as the base rate).
 - iv. A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the Society. The rent amount and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal, the rent, or other lease terms are under discussion.
 - v. A charity trustee or connected person may participate in the Society's normal trading and fundraising activities on the same terms as members of the public.
- c. In clauses 5 and 6:
- i. "The Society" includes any company in which the Society:
 - 1. Holds more than 50% of the shares; or
 - 2. Controls more than 50% of the voting rights attached to the shares; or
 - 3. Has the right to appoint one or more directors to the board of the company;
 - ii. "connected person" includes any person within the definition set out in clause 32 (Interpretation)

7. Conflicts of interest and conflicts of loyalty

A charity trustee must:

- a. declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared; and
- b. absent themselves from any discussions of the charity trustees in which a conflict of interest may arise between their duty to act solely in the interests of the Society and any personal interest (including but not limited to any financial interest).

Any charity trustee absent from any discussions under this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of members to contribute to the assets of the Society if it is wound up

If the Society is wound up, its members are not obligated to contribute to its assets and have no personal responsibility for settling its debts and liabilities.

9. Membership of the Society

a. Membership classes

- i. Full Member: Fully qualified consultant or SAS doctor (non-consultant/non-resident doctor) based in the UK or Ireland who has current full GMC registration with a licence to practice or a UK or Irish-registered consultant or SAS doctor who is working abroad with a confirmed return date (within one year).
- ii. Resident Member: A resident doctor based in the UK or Ireland who has current full GMC registration with a licence to practice. UK or Irish-registered resident doctor working abroad for a limited time, with a confirmed return date (within one year).
- iii. Associate Member: This membership class is open to anyone who wishes to contribute to the aims of the Society but does not qualify as a Full Member or a Resident Member and comprises the following sub-classes:
 1. Associate (UK) Member: an allied healthcare professional fully qualified or in training and practising in a field relating to spinal surgery/injury, neurosurgery, neuroanaesthesia, or neurocritical care in the UK or Ireland.
 2. Associate (PNAN) Member: a fully qualified consultant or SAS doctor (non-consultant/non-resident doctor) based in the UK or Ireland with a current GMC registration and a current member of the Paediatric Neuroanaesthesia Network.
 3. Associate (Retired) Member: a UK and Ireland doctor retired from clinical practice.
 4. Associate (International) Member: a consultant/attending/trainee doctor or allied

professional whose primary work or residence is not in the UK or Ireland.

Associate Membership does not entitle an individual to any voting rights.

b. Admission of new members

i. Eligibility: Membership of the Society is open to anyone interested in furthering its purposes and who, by applying for membership, has indicated their agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause. A member may only be an individual.

ii. Admission procedure: The charity trustees:

1. May require applications for membership to be made in any reasonable electronic way that they decide;
2. Shall, if they approve an application for membership, notify the applicant of their decision within 21 days;
3. May refuse an application for membership if they believe that it is in the best interests of the Society for them to do so;
4. Shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so within 14 days of the decision being taken and allow the applicant to appeal against the refusal; and
5. Shall give fair consideration to any such appeal and inform the applicant of their decision, but any decision to confirm refusal of the membership application shall be final.

c. Transfer of membership

Membership of the Society cannot be transferred to anyone else.

d. Duty of members

Each member of the Society must exercise their powers as a member of the Society in the way they decide in good faith, which would further the purposes of the Society.

e. Termination of membership

i. Membership of the Society comes to an end if:

1. The member dies; or
 2. The member sends a notice of resignation to the charity trustees; or
 3. Any sum of money owed by the member to the Society is not paid in full within six months of its falling due; or
 4. The charity trustees decide that it is in the best interests of the Society that the member in question should be removed from membership and pass a resolution to that effect.
- ii. Before the charity trustees take any decision to remove someone from membership of the Society, they must:
1. Inform the member of the reasons why it is proposed to remove them from membership;
 2. Give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
 3. At a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
 4. Consider at that meeting any representations which the member makes as to why the member should not be removed; and
 5. If the member chooses, allow the member or the member's representative to make those representations in person at that meeting.

f. Membership fees

The Society may require members to pay reasonable membership fees to the Society.

g. Informal or associate (non-voting) membership

- i. In addition to the non-voting Associate Member Class, the charity trustees may establish other classes of non-voting membership and determine the rights and obligations of such members (including payment of membership fees) and the conditions for admission to and termination of membership of any such class of members.
- ii. Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-

voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10. Members' decisions

a. General Provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause d. of this clause, decisions of the members of the Society may be taken either by vote at a general meeting as provided in sub-clause b. of this clause or by written resolution as provided in sub-clause c. of this clause.

b. Taking ordinary decisions by vote

Subject to sub-clause d. of this clause, any decision of the members of the Society may be taken using a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by email ballot and proxy votes)

c. Taking ordinary decisions by written or email resolution without a general meeting

i. Subject to sub-clause d. of this clause, a resolution in writing (including email) agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

1. A copy of the proposed resolution has been sent to all the members eligible to vote; and
2. A simple majority of members have signified their agreement to the resolution in a document or documents received at the principal office within 28 days, beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the Society has specified.

ii. The resolution in writing may comprise several copies to which one or more members have signified their agreement.

iii. Eligibility to vote on the resolution is limited to members of the Society on the date the proposal is first circulated in accordance with paragraph i. above.

iv. Not less than 10% of the members of the Society may request the charity trustees to make a proposal for decision by the members.

- v. The charity trustees must, within 21 days of receiving such a request, comply with it if:
 - 1. The proposal is not frivolous or vexatious and does not involve the publication of defamatory material;
 - 2. The proposal is stated with sufficient clarity to enable effect to be given to it if the members agree it; and
 - 3. Effect can lawfully be given to the proposal if it is so agreed.
- vi. Sub-clauses i. to iii. of this clause apply to a proposal made at the request of members.
- d. Decisions that must be taken in a particular way
 - i. Any decision to remove a trustee must be taken in accordance with clause 15.b.
 - ii. Any decision to amend this constitution must be taken in accordance with clause 30 of this constitution (Amendment of Constitution).
 - iii. Any decision to wind up or dissolve the Society must be taken in accordance with clause 31 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the Society to one or more other organisations must be taken by the provisions of the Charities Act 2011.

11. General meetings of members

a. Types of general meeting

There must be an annual general meeting (AGM) of the members of the Society. The first AGM must be held within 18 months of the registration of the Society, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report and confirm the election of trustees as required under clause 13. Other general meetings of the members of the Society may be held at any time. All general meetings must be held in accordance with the following provisions.

b. Calling general meetings

i. The charity trustees:

- 1. Must call the annual general meeting of the members of the Society in accordance with sub-clause a. of this clause and identify it as such in the notice of the meeting; and

2. May call any other general meeting of the members at any time.
 - ii. The charity trustees must, within 21 days, call a general meeting of the members of the Society if:
 1. They receive a request to do so from at least 10% of the members of the Society; and
 2. The request states the general nature of the business to be dealt with at the meeting and is authenticated by the member(s) making the request.
 - iii. If, at the time of any such request, there has not been any general meeting of the members of the Society for more than 12 months, then sub-clause ii.1 of this clause shall have effect as if 5% were substituted for 10%.
 - iv. Any such request may include particulars of a resolution that may properly be proposed and is intended to be proposed at the meeting.
 - v. A resolution may only be properly proposed if it is lawful and not defamatory, frivolous, or vexatious.
 - vi. Any general meeting called by the charity trustees at the request of the Society's members must be held within 28 days of the date it is called.
 - vii. If the charity trustees fail to comply with their obligation to call a general meeting at the request of its members, the members who requested the meeting may call one.
 - viii. A general meeting called this way must be held within three months of the members' first request.
 - ix. The Society must reimburse any reasonable expenses incurred by the members calling a general meeting because the charity trustees failed to duly call the meeting, but the Society shall be entitled to indemnification from the charity trustees who were responsible for such failure.
- c. Notice of general meetings
 - i. The charity trustees, or, as the case may be, the relevant members of the Society, must give at least 14 clear days' notice of any general meeting to all voting members and to any charity trustee of the Society who is not a member.
 - ii. If it is agreed by not less than 90% of all members of the Society, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have

not been met. This sub-clause does not apply where another clause in this constitution strictly requires a specified notice period, the Charities Act 2011, or the General Regulations.

iii. The notice of any general meeting must:

1. State the time and date of the meeting;
2. Give the address at which the meeting is to take place;
3. give particulars of any resolution which is to be moved at the meeting and of the general nature of any other business to be dealt with at the meeting; and
4. if a proposal to alter the constitution of the Society is to be considered at the meeting, include the text of the proposed alteration;
5. include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 24 (Use of electronic communication), details of where the information may be found on the Society's website.

iv. Proof that an envelope containing a notice was properly addressed, prepaid and posted or that an electronic form of notice was properly addressed and sent shall be conclusive evidence that the notice was given. Notice shall be deemed given 48 hours after it is posted or sent.

v. The meeting proceedings shall not be invalidated because a member entitled to receive notice of the meeting did not receive it because of the Society's accidental omission.

d. Chairing of general meetings

The President shall, if present at the general meeting and willing to act, preside as chair of the meeting. If the President is not present or willing to act, the Trustees shall elect a member of the Executive, present at the general meeting and willing to act, to preside as chair of the meeting. In the absence of a willing member of the Executive to act, the members of the Society who are present at a general meeting shall elect a chair to preside at the meeting.

e. Quorum at general meetings

- i. No business may be transacted at any general meeting of the Society's members unless a quorum is present when the meeting starts.

- ii. Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or ten members.
 - iii. If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
 - iv. If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the meeting notice, the chair must adjourn the meeting. The date, time, and place at which the meeting will resume must either be announced by the chair or notified to the Society's members at least seven clear days before the date on which it will resume.
 - v. If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
 - vi. If a quorum ceases to be present at any time during the meeting, the meeting may discuss issues and make recommendations to the trustees but not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.
- f. Voting at general meetings
- i. Any decision other than one falling within clause 10.d (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.
 - ii. A resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or at least 10% of the members present in person or by proxy at the meeting.
 - iii. A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced in such manner as the chair of the meeting shall decide, provided that the poll must be taken and the result of the poll announced within 30 days of the demand for the poll.
 - iv. A poll may be taken:
 - 1. at the meeting at which it was demanded; or
 - 2. at some other time and place specified by the chair; or

- 3. through the use of postal or electronic communications.
- v. The meeting chair shall have a second or casting vote if the votes are equal, whether on a show of hands or a poll.
- vi. Any objection to a voter's qualification must be raised at the meeting where the vote is cast, and the chair's decision is final.
- g. Adjournment of meetings

With the consent of a meeting at which a quorum is present (and shall, if so directed by the meeting), the chair may adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business that could have been transacted at the original meeting.

12. Charity trustees

- a. Functions and duties of charity trustees

The charity trustees shall manage the affairs of the Society and may, for that purpose, exercise all the powers of the Society. It is the duty of each charity trustee:

 - i. To exercise their powers and to perform their functions in their capacity as a trustee of the Society in the way they decide in good faith would be most likely to further the purposes of the Society; and
 - ii. To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances, having regard in particular to:
 - 1. Any special knowledge or experience that they have or hold themselves out as having; and,
 - 2. If they act as a charity trustee of the Society during a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
- b. Eligibility for trusteeship
 - i. Every charity trustee must be a natural person and every elected trustee must be a paid-up Full Member of the Society.
 - ii. No individual may be appointed as a charity trustee of the Society:
 - 1. if they are under the age of 18 years; or
 - 2. if they would automatically cease to hold office under the provisions of clause 15. i. 6.

- iii. No one is entitled to act as a charity trustee, whether on appointment or any re-appointment, until they have expressly acknowledged, in whatever way the charity trustees decide, their acceptance of the office of charity trustee.
- c. Number of charity trustees
 - i. There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees or appoint a new charity trustee.
 - ii. The maximum number of charity trustees is fifteen, of whom no more than ten must be Elected Trustees. The charity trustees may not appoint any charity trustee if the number of charity trustees exceeds the maximum.
- d. First charity trustees

The Society's first charity trustees are individuals who serve on the Council of the unincorporated charity it has been established to replace and who are willing and able to be appointed as charity trustees.

13. Appointment of charity trustees

- a. Elected charity trustees
 - i. The Society shall elect charity trustees for terms of three years.;
 - ii. An elected trustee shall take office from the conclusion of the first annual general meeting of the Society after their election;
 - iii. The charity trustees to retire by rotation shall be those who have been in office for the longest time since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot;
 - iv. The vacancies so arising may be filled by the decision of the members taken by way of electronic vote prior to the annual general meeting and to be announced at the annual general meeting; any vacancies may be filled as provided in sub-clause v. or vi. of this clause;
 - v. The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional

- charity trustee, provided that the limit specified in clause 12.c on the number of charity trustees would not as a result be exceeded;
- vi. A person appointed by the Society members shall retire per the provisions of sub-clauses iii. and iv. of this clause.
 - vii. A person appointed by the charity trustees shall retire at the conclusion of the annual general meeting next following the date of their appointment and shall not be counted to determine which of the charity trustees is to retire by rotation at that meeting.
- b. Co-opted trustees
- i. The charity trustees may co-opt a Resident Representative as a charity trustee on such terms as they determine. If the Resident Representative ceases to be a Resident, they shall be deemed to have resigned as a charity trustee, effective from the conclusion of the first annual general meeting of the Society after they have ceased to be a Resident.
 - ii. The charity trustees may co-opt a member of the Paediatric Neuroanaesthesia Network as a charity trustee on such terms as the charity trustees determine.
 - iii. The charity trustees may co-opt other individuals as charity trustees on such terms as the charity trustees determine.
- c. The Immediate Past President
- i. The Immediate Past President shall be an ex officio trustee.

14. Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before their first appointment:

- a. a copy of this constitution and any amendments made to it; and
- b. a copy of the Society's latest Trustees' Annual Report and statement of accounts.

15. Retirement and removal of charity trustees

- a. A charity trustee ceases to hold office if they:
 - i. Retire by notifying the Society in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - ii. Is absent without the permission of the charity trustees from all their meetings held within a period of six months, and the trustees resolve that their office be vacated;
 - iii. Dies;

- iv. In the written opinion, given to the Society, of a registered medical practitioner treating that person has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - v. Is removed by the members of the Society in accordance with sub-clause b. of this clause; or
 - vi. Is disqualified from acting as a charity trustee under sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- b. A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened under clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
 - c. A resolution to remove a charity trustee by this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Society.
 - d. A charity trustee who can temporarily not continue in office due to illness or maternity or paternity leave may stand down from their role as a charity trustee for no more than 12 months. At this stage, they shall be entitled to request to be re-appointed as a charity trustee for any unexpired term of their office.

16. Reappointment of charity trustees

Any charity trustee who retires by rotation or by giving notice to the Society is eligible for reappointment for one further term of three years unless the provisions of clause 19 below apply.

17. Taking of decisions by charity trustees

Any decision may be taken either:

- a. At a meeting of the charity trustees; or
- b. By resolution in writing or electronic form agreed by a majority of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of the charity trustees has signified their agreement. Such a resolution shall be effective, provided that

- i. A copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
- ii. The majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the Society at its principal office or such other place as the trustees may resolve within 14 days of the circulation date.

18. Delegation by charity trustees

- a. The charity trustees may delegate any of their powers or functions to a committee or committees. If they do, they shall determine the terms and conditions of the delegation. The trustees may alter those terms and conditions at any time or revoke the delegation.
- b. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees but is subject to the following requirements:
 - i. A committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - ii. The acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - iii. The charity trustees shall periodically review their arrangements to delegate their powers.

19. Appointment of the President, Treasurer, President-Elect and Secretary and Treasurer

- a. The Charity Trustees shall appoint a President, Treasurer, President-Elect and Secretary from their number.
- b. To be eligible for appointment as the President, an individual must have been a Charity Trustee for at least three years before their appointment to that office. The President shall hold that office for two years, represent the Society externally, and chair trustee and general meetings of the Society. Should the President's term of office as a charity trustee expire before their term of office as President, their term of office as a trustee shall be deemed extended to the expiry of their term of office as President.

- c. The President-Elect who is presumed to succeed to the office of the President shall hold that office for no more than one year. Should the President Elect's term of office as a charity trustee expire before their term of office as President-Elect, their term of office as a trustee shall be deemed extended to the expiry of their term of office as President.
- d. The Secretary shall co-ordinate Trustee and General Meetings, deal with correspondence on behalf of the Society and perform the general administration of the Society.
- e. The President, the President-Elect, the Treasurer, the Immediate Past President and the Secretary shall collectively be known as the "Executive".

20. Meetings and proceedings of charity trustees

a. Calling meetings

- i. Any charity trustee may call a meeting of the charity trustees.
- ii. Subject to that, the charity trustees will decide how to call their meetings and what notice is required.

b. Chairing of meetings

The President shall chair meetings of the charity trustees. In their absence, another member of the Executive shall chair such meetings. If none of the Executive are present, the meeting shall be adjourned.

Procedure at meetings

- i. No decision shall be taken at a meeting unless a quorum is present when the decision is taken. The quorum is three charity trustees, or the number nearest to one-third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- ii. Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- iii. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

c. Participation in meetings by electronic means

- i. The charity trustees may agree on suitable electronic means for holding a meeting in which each participant can communicate with all the other participants.
- ii. Any charity trustee participating in a meeting by suitable electronic means agreed upon by the charity trustees in which a

participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

- iii. Meetings held electronically must comply with meeting rules, including chairing and taking minutes.

21. Saving provisions

- a. Subject to sub-clause b. of this clause, all decisions of the charity trustees, or a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
 - i. Who was disqualified from holding office;
 - ii. Who had previously retired or who had been obliged by the constitution to vacate office;
 - iii. Who was not entitled to vote on the matter, whether because of a conflict of interest or otherwise;
 - iv. For whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;
 - v. If, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.
- b. Sub-clause a. of this clause does not permit a charity trustee to keep any benefit that may be conferred upon them by a resolution of the charity trustees or of a committee of charity trustees if, but for sub-clause a. the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

22. The Advisory Council

- a. The charity trustees may appoint an advisory council consisting of such former Presidents of the Society and other individuals who the charity trustees believe possess the necessary skills and experience to contribute to the development of the Society.
- b. The charity trustees shall set out the terms of reference for the Advisory Council in writing.

23. Execution of documents

- a. The Society shall execute documents by signature.
- b. A document is validly executed by signature if at least two charity trustees sign it.

24. Use of electronic communications

a. General

The Society will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- i. The requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- ii. Any requirements to provide information to the Commission in a particular form or manner.

25. Keeping of Registers

The Society must comply with its obligations under the General Regulations regarding keeping and providing access to a (combined) register of its members and charity trustees.

26. Minutes

The charity trustees must keep minutes of all:

- a. Appointments of officers made by the charity trustees;
- b. Proceedings at general meetings of the Society;
- c. Meetings of the charity trustees and committees of charity trustees, including:
 - i. The names of the trustees present at the meeting;
 - ii. The decisions made at the meetings; and
 - iii. Where appropriate, the reasons for the decisions;
- d. Decisions made by the charity trustees other than in meetings.

27. Accounting records, accounts, annual reports and returns, register maintenance

- a. The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, the preparation and scrutiny of statements of account, and the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the Society, within 10 months of the financial year-end.
- b. The charity trustees must inform the Commission within 28 days of any change in the particulars of the Society entered on the Central Register of Charities.

28. Rules

The charity trustees may, from time to time, make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the Society. Still, such rules or byelaws must not be inconsistent with any provision of this constitution. Copies of any such rules or byelaws currently in force must be made available to any member of the Society on request.

29. Disputes

If a dispute arises between members of the Society about the validity or propriety of anything done by the members under this constitution and cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

30. Amendment of constitution

As provided by sections 224-227 of the Charities Act 2011:

- a. This constitution can only be amended:
 - i. By resolution agreed in writing by all members of the Society; or
 - ii. By a resolution passed by a 75% majority of votes cast at a general meeting of the members of the Society.
- b. Any alteration of the Society's objects, of any provision of the Society's constitution directing the application of property on its dissolution or any provision of the Society's constitution where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Society or persons connected with them, requires the prior written consent of the Charity Commission.
- c. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- d. A copy of any resolution altering the constitution and a copy of the Society's constitution as amended must be sent to the Commission within 15 days from the date the resolution is passed.

31. Voluntary winding up or dissolution

- a. As provided by the Dissolution Regulations, the Society may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the Society can only be made:
 - i. At a general meeting of the members of the Society called under clause 11 (Meetings of Members), of which not less than 14 days notice has been given to those eligible to attend and vote:
 - ii. By a resolution passed by a 75% majority of those voting, or

- iii. by a resolution passed by decision taken without a vote and any expression of dissent in response to the question put to the general meeting; or
 - iv. by a resolution agreed in writing by all members of the Society.
- b. Subject to the payment of all the Society's debts:
- i. Any resolution for the winding up of the Society, or for the dissolution of the Society without winding up, may contain a provision directing how any remaining assets of the Society shall be applied.
 - ii. If the resolution does not contain such a provision, the charity trustees must decide how to apply the Society's remaining assets.
 - iii. In either case, the remaining assets must be used for charitable purposes that are the same as or similar to those of the Society.
- c. The Society must observe the requirements of the Dissolution Regulations in applying to the Commission for the Society to be removed from the Register of Charities, and in particular:
- i. The charity trustees must send with their application to the Commission:
 - 1. A copy of the resolution passed by the members of the Society;
 - 2. A declaration by the charity trustees that any debts and other liabilities of the Society have been settled or otherwise provided for in full; and
 - 3. A statement by the charity trustees setting out how any property of the Society has been or is to be applied before its dissolution in accordance with this constitution.
 - ii. The charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the Society and to any charity trustee of the Society who was not privy to the application.
- d. If the Society is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

32. Interpretation

In this constitution:

“connected person” means:

- a. A child, parent, grandchild, grandparent, brother or sister of the charity trustee or member;

- b. The spouse or civil partner of the charity trustee, member or of any person falling within sub-clause a. above;
- c. A person carrying on business in partnership with the charity trustee, member or with any person falling within sub-clause a. or b. above;
- d. An institution which is controlled –
 - i. By the charity trustee, member or any connected person falling within sub-clause a., b., or c. above; or
 - ii. By two or more persons falling within sub-clause (d)(i), when taken together
- e. A body corporate in which:
 - i. The charity trustee, member or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - ii. Two or more persons falling within sub-clause i above who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies to interpret the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The “Communications Provisions” means the Communications Provisions in the General Regulations.

“charity trustee” means a charity trustee of the Society.

A “poll” means a counted vote or ballot, usually (but not necessarily) in writing.