

# **THE UNITED KINGDOM HAEMOPHILIA CENTRE DOCTORS' ORGANISATION**

## **CONSTITUTION**

### **1 NAME**

The name of the Association shall be The United Kingdom Haemophilia Centre Doctors' Organisation (hereinafter called "the Association"), or such other name as the Association may from time to time decide with the approval of the Charity Commissioners.

### **2 OBJECTS**

The Association is established:

- i) to preserve, protect and relieve persons suffering from haemophilia and other inherited bleeding disorders;
- ii) to advance the education of the medical profession, the nursing profession, professions allied to medicine and the general public in the knowledge of haemophilia and other inherited bleeding disorders and their treatment;
- and
- iii) to promote or assist in the promotion of audit and research into the causes, prevention, alleviation and management of haemophilia and other inherited bleeding disorders and to disseminate the useful results of such research.

### **3 POWERS**

In furtherance of the foregoing objects but not otherwise the Association may:

- i) employ and pay any person or persons, not being a member of the Executive Committee, to supervise, organise and carry-on the work of the Association and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows, widowers and other dependants
- ii) bring together in conference representatives of professional associations, voluntary organisations, government departments, statutory authorities and other bodies, and individuals
- iii) arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses
- iv) collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in the United Kingdom or overseas
- v) undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, managed or assisted by the Association
- vi) cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects

- vii) purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the Association
- viii) make regulations for the management of any property which may be so acquired
- ix) subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association
- x) subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary
- xi) raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise PROVIDED THAT the Association shall not undertake permanent trading activities in raising funds for the said objects
- xii) invest the monies of the Association not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law
- xiii) do all such other lawful things as are necessary for the attainment of the said objects.

#### **4 MEMBERSHIP**

##### **a) Eligibility for membership**

Full membership shall be open to medical practitioners who, at the time of application for membership, are working in a haemophilia centre in England, Scotland, Northern Ireland or Wales and can give evidence of an interest in the care of people with haemophilia or other inherited bleeding disorders. Full members shall be entitled to one vote. Acceptance for membership shall be at the discretion of the current full members, at a general meeting.

Any other person may be invited, and appointed, by the current full members at a general meeting, to be an honorary member. Honorary members shall not be entitled to vote.

##### **b) Declaration of interests**

Full members shall be required, as a condition of their continuing in membership, to declare personal and non-personal interests in the pharmaceutical industry, or in any commercial company linked with the care of people with inherited bleeding disorders, as described in the Standing Order agreed by the members.

## 5 EXECUTIVE COMMITTEE

- a) Subject as hereinafter mentioned, the policy and general management of the affairs of the Association shall be directed by an Executive Committee which shall meet, in person or by teleconference, not less than three times each year.
- b) The Executive Committee shall be made up of the Chairman, Vice-Chairman, Treasurer and Secretary, who shall be elected according to clause 6 hereof.
- c) A member of the Executive Committee shall cease to hold office if he/she:
  - i) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision), or
  - ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs, or
  - iii) resigns his/her office by notice in writing
- d) At the discretion of the Chairman any other individual may be invited to attend all or part of each meeting of the Executive Committee but will not be eligible to vote.
- e) The proceedings of the Executive Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- f) The Executive Committee shall appoint and fix the remuneration of staff (not being members of the Executive Committee) as may in their opinion be necessary.
- g) The Executive Committee may appoint and wind up such sub-committees as may from time to time be deemed necessary by the Executive Committee and shall determine their terms of reference, powers and composition.

The Chairmanship of any such sub-committee shall be by invitation of the Chairman of the Association, after consultation with the Vice-Chairman.

All acts and proceedings of such sub-committees shall be reported back to the Executive Committee at the meeting following the meeting of the sub-committee.

Publication in any form and by any person of the findings of any sub-committee shall require the prior agreement of the Executive Committee.

## **6 OFFICERS**

At the Annual General Meeting hereinafter mentioned the Association may elect a Chairman, Vice- Chairman, Secretary and Treasurer.

The names and addresses of members proposed for the offices of Chairman, Vice-Chairman, Secretary and Treasurer, together with the names of two full members of the Association as his/her proposer and seconder, shall be forwarded to the Administrative Secretary not later than 28 days before the Annual General Meeting in the year of election.

The officers shall be elected by a ballot of the full membership, with each full member entitled to one vote for each position. The ballot shall be overseen by a person delegated by the Executive Committee to carry out this task.

All officers must be full members of the Association. The Chairman, Vice-Chairman, Secretary and Treasurer shall be elected for a term of three years. On the expiration of this term of office, the outgoing officers shall be eligible for re-election for one further period of three years. On the expiration of such further period the outgoing officers shall not become eligible again until three further years have expired.

## 7 MEETINGS OF THE ASSOCIATION

- a) Once in each year an Annual General Meeting of the Association shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Executive Committee shall determine. At least 14 clear days' notice shall be given in writing by the Secretary to each member. At such Annual General Meeting the business shall include:
- i) the appointment of an auditor or auditors or independent examiners if required under the Charities Act 1993
- and
- ii) the consideration of an annual report of the work done by or under the auspices of the Executive Committee and any working parties and sub-committees of the Association
- and
- iii) the consideration of the audited accounts
- and
- iv) election of the Officers, according to the terms of office as heretofore mentioned in clause 6.
  - v) the transaction of such other matters as may from time to time be necessary.
- b) The following persons shall be invited to attend each Annual General Meeting as observers:
- i) two representatives of The Haemophilia Society
  - ii) one representative of the Haemophilia Nurses' Association
  - iii) one representative of the Haemophilia Chartered Physiotherapists' Association
  - iv) one haemophilia commissioner
  - v) any other people at the discretion of the Chairman
- c) The Chairman of the Executive Committee may at any time at his/her discretion, and the Secretary shall within 28 days of receiving a written request to do so, signed by not less than 10 full members of the Association and giving reasons for the request, call a Special General Meeting of the Association.

## **8 RULES OF PROCEDURE AT ALL MEETINGS**

### **a) Quorum**

The quorum at a meeting of the Executive Committee shall be three or such other number as the Association may in general meeting from time to time determine.

There shall be a quorum when at least one tenth of the number of full members of the Association for the time being, or ten full members of the Association, whichever is the greater, are present at any general meeting.

### **b) Voting**

Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. In the case of an equality of votes, the Chairman of the meeting shall have an additional casting vote.

Arrangements for postal voting may from time to time be made.

### **c) Minutes**

Minutes shall be kept by the Executive Committee and all working parties and sub-committees and the appropriate secretary shall enter therein a record of all proceedings and resolutions.

### **d) Standing Orders and Rules**

The Executive Committee shall have power to adopt and issue Standing Orders and/or Rules for the Association. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS that they shall be subject to review by the Association in General Meeting and shall not be inconsistent with the provisions of this Constitution.

## **9 PAYMENTS**

a) All monies raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose PROVIDED THAT nothing herein shall prevent

- i) the payment in good faith of reasonable and proper remuneration to any employee of the Association not being members of the Executive Committee
- ii) the repayment to members of the Executive Committee or of any sub-committee or working party of reasonable out-of-pocket expenses.

## **10 FINANCE**

- a) The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
  - i) the keeping of accounting records for the Association;
  - ii) the preparation of the annual accounts for the Association;
  - iii) the auditing or independent examination of the accounts of the Association; and
  - iv) the transmission of the accounts of the Association to the Commissioners
- b) An audited statement of the accounts for the last financial year shall be submitted by the Executive Committee to the Annual General Meeting as aforesaid.
- c) All bank or other accounts shall be opened in the name of the Association.
- d) All cheques must be signed by at least two members of the Executive Committee.

## **11 PERSONAL INTEREST**

Except with the prior written approval of the Charity Commissioners, no member of the Executive Committee may:

- i) receive any benefit in money or in kind from the Association; or
- ii) have a financial interest in the supply of goods or services to the Association; or
- iii) acquire or hold any interest in property of the charity (except in order to hold it as a trustee of the Association).

## **12 TRUST PROPERTY**

The Association may appoint a custodian trustee or a trust corporation on the terms as to remuneration and otherwise laid down in Section 4 of the Public Trustee Act 1906 and rules made thereunder or not less than three nor more than four of their number to hold any property by or in trust for the Association.

## **13 ALTERATIONS TO THE CONSTITUTION**

Alteration of this Constitution shall receive the assent of two-thirds of the members present and voting at an Annual or a Special General Meeting. A resolution for the alteration of the constitution must be received by the Secretary of the Association at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days' notice of such a meeting must be given by the Secretary to the membership and must include notice of the alteration proposed, provided that no alteration to clause 2 (objects), or clause 14 (dissolution) or this clause shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained; and no alteration shall be made which would have the effect of causing the Association to cease to be a charity in law.

The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this Clause.

## **14 DISSOLUTION**

If the Executive Committee by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote, of which meeting not less than 21 days' notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a two-thirds majority of those present and voting at such meeting the Committee shall have power to realise any assets held by or on behalf of the Association.

Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the Executive Committee may determine.

## **15 NOTICES**

Any notice may be served by the Secretary on any member either personally or by sending it through the post in prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter sent shall be deemed to have been received within four days of posting.

## **16 INTERPRETATION**

For the interpretation of this Constitution; the Interpretation Act 1978 shall apply as it applies to the interpretation of an Act of Parliament.

This constitution was adopted on the 15 day of November 2013.