

Constitution

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1. Name and preamble

- a. The name of the Charity shall be “The Friends of the Hospital of St. Cross”.
- b. The “Constitution and Governance Procedures” is the principal governing document of the Charity. The Trustee Board may cause supporting documents to be prepared covering specific fields and these and the Constitution shall be binding on all Trustees and volunteers serving the Charity.

2. Interpretation

In these Rules:-

- a. The expression “Trustee Board” means the Trustee Board for the time being of the Charity as hereinafter constituted.
- b. The expression “Hospital of St. Cross” means the Hospital, Community and Mental Health services provided for Rugby and District by the various NHS Trusts, or their successor bodies holding statutory responsibility. This includes services based at Rugby which also provide services outside Rugby.
- c. The Charity does not provide services or support to General Practitioners or other independent health contractors (e.g. community pharmacists, optometrists).
- d. The expression “the Rules” includes any amendment or alteration thereof for the time being in force.
- e. The masculine of the gender shall include the feminine and neuter.

3. Objects of the Charity

The objects of the Charity are as follows:-

- a. To promote and maintain, by means of voluntary service, the interest of the public in the work of the Hospital of St. Cross. To recruit voluntary workers for the services provided by the Charity, as defined in the Rules; to enhance the patient experience.
- b. To raise funds for and to provide recreational facilities, comforts, entertainments and other amenities for the patients and staff of the Hospital of St. Cross.
- c. To raise funds, if necessary by means of special appeals, the promotion of social functions and entertainments, and by any other means approved by the Trustee Board, for the provision of items of equipment or other expenditure which, in the opinion of the Trustee Board, are urgently required and which might normally be deemed to be the responsibility of the State but which the NHS will be unable to provide to the Hospital of St. Cross for an indefinite period of time owing to the lack of official funds or because other items of capital expenditure have to be granted a higher degree of priority.

4. Amendment to Rules

PROVIDED that the Charity may, by a majority of not less than two-thirds of the members present at an Annual or a Special General Meeting or at an Extraordinary General Meeting, amend, add to or delete all or any of the objects of the Charity and alter the rules and constitution, provided that notice of intention to propose such alterations, additions or deletions and the details thereof is given in the manner required by Rule 7(c) hereof. No alteration in the objects of the Charity shall be made which would authorise the application of the property or funds of the Charity for objects which are not charitable.

5. Membership

- a. Any person undertaking approved voluntary activities on behalf of the Charity shall be deemed a member.
- b. The Board may determine a membership fee.
- c. A definitive list of active membership shall be maintained and reviewed annually.

6. Constitution of the Trustee Board and Appointment of Officers

- a. The President of the Charity (who shall be an ex officio a member of the Board) shall be appointed and an unlimited number of Vice-Presidents may be appointed at the Annual General Meeting. The President and Vice-Presidents shall hold office for one year and shall be eligible for re-appointment. The President is acknowledged as the senior officer of the Charity.
- b. There shall be a Trustee Board, the members of which shall be appointed at the Annual General Meeting subject to the provisions of sub-clause (6 h) hereof. The business of the Charity shall be conducted and managed by the said Board, who may exercise all such powers of the Charity and do on behalf of the Charity all such acts

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as may be exercised or done by the Charity and as are not by these Rules required to be exercised or done by the Charity in a General Meeting. Once elected the members of the Board hold office until the next Annual General Meeting, and shall be eligible for re-appointment. The Board may at any time remove any member and appoint some other member until the next Annual General Meeting. Members of the Board are automatically Trustees of the Charity.

- c. The Board shall consist of not less than six and not more than twenty persons.
- d. The Board shall elect a Chairperson to be Chairperson of the meetings of the Board and also one or more Vice-Chairpersons, all of whom may hold office for two years and if so required and willing may be re-elected annually to a maximum of 5 years service. They may not then be eligible for re-election for at least one year. At any meeting of the Board at which the Chairperson is not present a Vice-Chairperson shall take the Chair and if neither the Chairperson nor one of the Vice-Chairpersons is present those members who are present may elect one of their number to be Chairperson of that meeting. The Board may at any time remove the Chairperson or Vice Chairpersons from office and appoint some other member of the Board in his/her place until the next Annual General Meeting.
- e. The Board shall appoint a Secretary who shall ex-officio be a member of the Board and who shall hold office for one year. He/she shall be eligible for re-appointment. The Board may at any time remove the Secretary from office and appoint some other member of the Board in his/her place until the next Annual General Meeting. The Board may appoint one or more Assistant Secretaries who may attend Board meetings.
- f. The Board shall appoint a Treasurer and Assistant Treasurer who shall be ex-officio members of the Board and who shall hold office for one year. They shall be eligible for re-appointment. The Board may at any time remove the Treasurer and/or assistant treasurer from office and appoint some other member or members of the Board in his or their place until the next Annual General Meeting.
- g. The Board shall also appoint Auditors or an Independent Examiner who shall hold office for one year and shall be eligible for re-appointment, as prescribed by the Charities Act 2011 (or any statutory re-enactment or modification of this Act).
- h. The Board may elect any member of the Charity to be a member of the Board to fill any vacancy thereon, such member to hold office until the Board is next re-appointed in accordance with sub-paragraph 6 b.
- i. Questions arising at meetings of the Board shall be decided by a majority of the votes of those present and voting. The vote may be by show of hands or ballot. In the case of an equality of votes, the Chairperson shall have a second or casting vote.
- j. At least four meetings of the Board shall be held in each calendar year.
- k. The Secretary shall on the requisition of not less than three Board members, at any time, summon a meeting of the Board giving a minimum of 48 hours' notice.
- l. The quorum may from time to time be fixed by the Board and unless so fixed shall be one third of the Board.
- m. The Board may establish such sub committees as required and give them delegated authority; the Board will nominate a Chairperson who will report to the Board. Sub Committees shall have power to co-opt additional members; rule 6i shall apply to the deliberations of any sub committee.

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- n. There shall be a standing sub committee to conduct a review of the Constitution and Governance documents as required; this sub committee will present reports to the Trustee Board and make recommendations for that Board's approval.
- o. The Chairperson and Secretary of the Board shall be ex-officio members of all Sub-Committees.
- p. The Board may appoint lead officers with prescribed rules.
- q. In matters in which immediate action is required, the Chairperson of the Board may take such steps as he considers desirable. In the absence of the Chairperson, the Vice Chairpersons are authorised to act accordingly.
- r. Where urgent requests for equipment are received for the Hospital these may be approved for immediate action by the Chairperson together with any other two members of the Board provided the expenditure does not exceed a figure determined annually by the Board at the first meeting after the Annual General Meeting.
- s. All acts done in good faith by any of the Board or its sub committees, or by any person acting as a member of the Board or of any working party, shall, notwithstanding that it afterwards be discovered that there was defect in the appointment of any such person, be as valid as if such person had been duly appointed.

7. General Meetings of the Charity

- a. An Annual General Meeting of the Charity shall be held in each calendar year on a date to be fixed by the Board but not later than fifteen months after the preceding Annual General Meeting. In the absence of the President, the Chairperson of the Board shall take the Chair at the Annual General Meeting or, in his absence; the members present shall elect a Chairperson from among those present.
- b. The Board may at any time call a Special General Meeting and must do so if so requested in writing by not less than ten members of the Charity.
- c. Except as hereinafter specifically provided, the Secretary shall give not less than fourteen days' notice of the holding of General Meetings to members.
- d. At a General Meeting each member present shall have one vote. Voting shall be by showing of hands only, unless a ballot is demanded before the vote is taken by not less than ten members present.
- e. The Chairperson's direction as to how a ballot is to be taken, his declaration as to the result of any voting and his decision on any question of procedure or point of order at a General Meeting shall be considered final. In the event of an equality of votes, the Chairperson shall have a second or casting vote.
- f. No vote may be cast by proxy.
- g. No business shall be transacted at any General Meeting of the Charity unless a quorum of twenty members is present. In the absence of a quorum the meeting shall stand adjourned to a date to be fixed by the Chairperson. If at an adjourned meeting a quorum is not present, the members then present shall be a quorum.

8. Accounts and Annual Report

The Board shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:

- a. the keeping of accounting records for the Charity;
- b. the preparation of annual Statement of Account for the Charity;
- c. the auditing or independent examination of the Statements of Account of the Charity;
- d. the transmission of the Statements of Account of the Charity to the Charity Commissioners; and
- e. the preparation of an Annual Report and its transmission to the Commissioners;
- f. the approval of the Annual Report and Statement of Accounts prior to the Annual General Meeting.

9. Property of the Charity

- a. Moneys and property of the Charity may be invested in such securities or investments or at interest, as the Board shall in its absolute discretion think fit without any restrictions as to the nature of such investments save that such investments should not be speculative as defined by the Charity Commission.
- b. All payments drawn on behalf of the Charity must be signed by any two authorised signatories.

10. Remuneration

All officers of the Charity shall be honorary officers. Members may be reimbursed reasonable expenses.

11. Informalities

No action of the Board or any meeting of the Charity shall be invalidated by reason only of informality, accidental omission or neglect in any service of notices or in any matter or matters of procedure unless in the opinion of the Board such informality, omission or neglect has resulted or may result in a situation which is unjust.

12. Dissolution of the Charity

The Charity may be dissolved by resolution passed at an Annual or any General Meeting, provided:-

- a. that at least fourteen days' notice shall have been given in the manner hereinbefore prescribed, and
- b. that at least three-fourths of those present at such meeting and voting, vote in favour of the proposal.

13. Transfer of the Assets of the Charity on Dissolution

In the event of the dissolution of the Charity all the assets thereof shall be divided as follows;

- i. 75% to the UHCW NHS Trust (or its successor) for use at its site in Rugby.
- ii. 25% to be divided equally between the NHS Trusts (or their successors) responsible for Community and Mental Health Services in Rugby, **solely** for the benefit of Rugby patients.

FUTURE REVIEW; by Governance Review Team; 2017 and two yearly
