

FRIENDS OF NORTH WALSHAM WAR MEMORIAL HOSPITAL

CONSTITUTION

1 The name of the society is The Friends of North Walsham War Memorial Hospital

OBJECT

2 The object of the Friends is to improve the experience of patients, visitors and staff at the Hospital.

POWERS

3 The Friends will have the following powers:

(a) to inform the public about the role of the Hospital and maintain public support in the work of the Hospital and the Friends.

(b) to raise funds and invite and receive contributions from any person, persons or organisations through subscription, donation or other means.

(c) to accept gifts of property, whether subject to any appeal trust or not, to further the Object of the Friends.

(d) to supplement the service provided by the Hospital for the health, welfare and comfort of its patients, by provision of facilities, buildings, and equipment which may be required for the treatment of its patients, or for the efficient running of the Hospital

(e) to provide, or assist in the provision of, amenities in the Hospital for patients, their families, and staff.

(f) to undertake and execute any Charitable Trust

(g) to do all such things necessary for the attainment of the above Object.

MEMBERSHIP

4 Fee-paying subscribers, and anyone else admitted at the discretion of the Committee, will be considered members of the Friends. The Committee may offer honorary life membership, without a fee, to a member who has made an outstanding contribution to the Friends.

SUBSCRIPTIONS

5 Annual membership is £5 payable on January 1st. Life membership fee is £25. Both figures will be reviewed at the Annual General Meeting.

OFFICERS AND COMMITTEE

6 (1) The business of the Friends will be conducted and managed by a Committee who may exercise the above powers.

(2) The Committee will consist of the Chairman, Secretary and Treasurer and not less than 5 or more than 8 other persons to be elected at the Annual General Meeting. All Committee members must be members of the Friends – but the Secretary need not be, as outlined in (7).

(3) At the Annual General Meeting one third of Committee members must retire from office. They should be the longest serving on the Committee since their last election. If people share the same joining day, the member to be re-elected should be chosen by lot, unless they agree among themselves.

(4) Retiring Committee members will all be eligible for re-election.

(5) The Committee will elect a Chairman. At any meeting when the Chairman is not present the Committee will elect someone in their place for that meeting.

(6) The Committee will appoint a Treasurer, who is a Committee member, and fix the period of their appointment. The Committee may at any time remove the Treasurer from office and replace them.

(7) The Committee will appoint a Secretary who may, but need not, be a member of the Committee and fix their period of appointment. The Committee may at any time remove the Secretary from office and replace them.

(8) The three main officers (Chairman, Secretary and Treasurer) shall be deemed to be Trustees in the event of any dissolution (see item 14).

(9) The Committee may elect any member of the Friends to be a Committee member to fill any vacancy and hold office until the next Annual General Meeting.

(10) The Committee may meet to carry out business as they think fit. Proposals arising at any meeting will be decided by a majority vote. If the vote is tied, the Chairman will have a second or casting vote. Any Committee member may summon a meeting of the Committee at any time. At least four Committee meetings should be held each year. General members are welcome to attend Committee meetings, but do not have a vote.

(11) The quorum necessary for the transaction of business of the Committee will be 4, but may be reviewed by the Committee.

(12) If the number of Committee members falls below the 8 set in 6(2) the remaining Committee may act to increase the numbers, or to call a General Meeting - but not for any other purpose.

(13) The Committee may delegate any of its powers to a Sub-Committee consisting of such members as it thinks fit - and impose any appropriate regulations. All Sub-Committee actions must be reported to and considered by the Committee as soon as possible.

(14) The Sub-Committee may elect a Chairman of its meetings and rule (9) above shall apply (except for the number of meetings).

GENERAL MEETINGS

7 (1) An Annual General Meeting will be held in each calendar year - and not later than 15 months after the last AGM. The Chairman of the meeting will be the Committee Chairman, or, in their place, someone elected by the members for the meeting.

(2) The Committee may at any time call an Extraordinary General Meeting and must do so if requested in writing by not less than 10 members of the Friends.

(3) The Secretary shall give at least 14 days' notice in writing of General Meetings, with an agenda of business to be considered, to all entitled members.

(4) At a General Meeting each member will have one vote. Voting will be by show of hands unless a ballot is requested by not less than two thirds of the members present.

(5) The Chairman's direction on how a ballot is taken, his declaration of the result, and his decision on any question of procedure or point or order at any General Meeting shall be considered final. If a vote is tied the Chairman has the casting vote.

(6) No vote may be cast by proxy

(7) No business shall be transacted at any General Meeting of the Friends unless 7 members are personally present as a quorum. If within half an hour of the appointed start time a quorum is not achieved, members can decide to abandon the meeting. If not it will be adjourned to the same day, time and place the following week. If then a quorum is not achieved within half an hour of the start time, the members present will be considered a quorum.

ACCOUNTS

8 A statement of accounts and a report of the Friends' activities shall be presented to each Annual General Meeting, with accounts audited where required by the level of turnover.

CESSATION OF MEMBERSHIP

9 If a member has not paid subscriptions for more than 11 months and is in arrears the Treasurer and Secretary will notify them that unless the arrears are settled within 14 days they will be deemed to have resigned. If they fail to pay, the resignation will be actioned.

NOTICES

10 All members of the Friends will be sent notices of meetings by post and / or email. Postal and email addresses will not be shared with any third party, under the General Data Protection Regulation 2018.

PROPERTY

11 (1) The moneys and properties of the Friends not immediately required to fulfil its Object will be managed by the Committee as they think fit.

(2) Cheques drawn on behalf of the Friends will be signed by two of the three main officers – Chairman, Secretary and Treasurer.

REMUNERATION

12 All officers will be honorary, but if the Secretary is not a Committee member they may be remunerated as the Committee thinks fit. The Committee will appoint (and pay proper remuneration to) auditors when the turnover levels dictate their services are needed.

ALTERATION OF RULES etc

13 The Friends may add to or delete all or any of the Object, Rules and Powers in the constitution, if agreed by a majority of not less than two thirds of members present at an Annual General Meeting or Extraordinary General Meeting. Notice of intention to propose such changes shall be notified to members in line with rule 7 (3). No change will be made which means the Friends' spending fails to meet its charitable purpose.

PROVISION FOR DISSOLUTION

14 If the Friends are dissolved, the surplus assets (after satisfying debts and liabilities) must not be distributed among the members of the Friends - but will be given, or transferred, to a charitable institution or institutions decided by members at a General Meeting, and with the approval of the Charity Commissioners, who stipulate the following:

- (1) If the members resolve to dissolve the charity the Trustees (see 6 (8)) will remain in office as Charity Trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- (2) The Trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- (3) The trustees must apply any remaining property or money:
 - (a) directly for the objects;
 - (b) by transfer to any charity or charities for purposes the same as or similar to the charity;
 - (c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- (4) The members may pass a resolution (before or at the same time as the resolution to dissolve the charity) specifying the manner in which the Trustees are to apply the remaining property or assets of the charity and the Trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- (6) The Trustees must notify the Commission promptly that the charity has been dissolved. If the Trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.