



## Constitution

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Adopted on 16 January, 2008

Last Revised on 22 May, 2014

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### 1. Name

The name of the Association is Chelmsford and District Hospitals Broadcasting Service (the "Charity").

### 2. Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this Constitution by the Officers of the Executive Committee, constituted by Clause 8 of this Constitution (the "Executive Committee").

### 3. Objectives

The objectives of the Charity are to relieve sickness, infirmity and/or old age amongst patients in Chelmsford and District, by providing a local broadcasting service for hospitals, hospices and old persons' homes and/or similar institutions, and wherever possible, providing a similar service to the local community to assist patients receiving "Care in the Community".

In furtherance of these objectives the Charity shall:

- £ Provide programmes of interest and relevance to the local community within the transmission area.
- £ Make these programmes available to similar establishments and/or organisations, if appropriate.
- £ Provide a "messenger service" and co-operate with other organisations providing a similar service locally, nationally or internationally.
- £ Maintain membership of the National Association of Hospital Broadcasting Organisations (known as the Hospital Broadcasting Association) or any other body superseding such organisation.

### 4. Powers

4.1 In furtherance of the objects, but not otherwise, the Executive Committee may exercise the following powers:

- 4.1.1 Power to raise funds and to invite and receive contributions, provided that in raising funds the Executive Committee conforms to any relevant requirements of the law.
- 4.1.2 Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objectives or similar charitable purposes and to exchange information and advice with them.
- 4.1.3 Power to establish or support any charitable trusts, associations or institutions formed for all or any part of the objects.
- 4.1.4 Power to appoint and constitute such advisory committees as the Executive Committee see fit.
- 4.1.5 Power to do all such other lawful things as are necessary for the achievement of the objects.
- 4.1.6 Power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip for use.

4.1.7 Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity.

4.1.8 Power to permit any person serving a Community Service Order to work for the Charity.

## **5. Membership**

5.1 The membership of the Charity is open to anyone over the age of 17 years interested in the furthering the objects of the organisation.

5.2 Membership is in accordance with the "Rules for Membership". Amendments to the Rules for Membership can be made at any general meeting.

5.3 An Identity Card will be issued by the Mid Essex Hospitals Services NHS Trust (MEHT) to all the membership. It is to be available on demand whilst the Member is on duty for the Charity and must be returned to MEHT when the Member leaves the organisation.

5.4 The annual subscriptions are agreed at the Annual General Meeting.

5.5 It is the responsibility of all Members to inform the Charity of changes to their contact details. The Charity's records shall be modified to include updates provided by the Member as soon as practical after receipt. An annual check of basic contact details will be sent to all Members. It is a condition of membership of the Charity that they confirm these details are correct. Other Members shall be removed from the Charity's records unless confirmation is received that the details are correct.

## **6. Discipline**

6.1 The Charity is an Equal Opportunity organisation and will not tolerate discrimination in any form.

6.2 Subject to clauses 6.3 and 6.4 below, the Executive Committee may by majority vote at any Executive Committee Meeting suspend or terminate the membership of any individual or take any other disciplinary action deemed appropriate.

6.3 Any meeting at which a disciplinary action is to be proposed or taken against a Member must be notified in writing to that Member. Excluding cases of Gross Misconduct a disciplinary hearing must be held between 7 and 28 days from the date notification is posted.

6.4 For the purposes of clause 6.3 Gross Misconduct shall occur in the events detailed below and shall result in the summary dismissal of the member(s) involved:

6.4.1 Violent or threatening behaviour at the Charity's premises or events.

6.4.2 Deliberate destruction, damage or theft of the Charity's property.

6.4.3 Using, handling or possessing illegal drugs at the Charity's premises or events.

6.4.4 Any serious criminal offence proved in a Court of Law.

6.5 In all disciplinary matters the Member(s) involved shall have the right to be heard by the Executive Committee at the disciplinary hearing, accompanied by an independent witness (if requested by the Member(s)) before a final decision is made. Disciplinary action will not be delayed or invalidated in the event of non-attendance by the Member(s) for whatever reason provided the Executive Committee has made reasonable efforts to accommodate personal circumstances in the setting of the date of the disciplinary hearing.

6.6 A full Grievance Procedure is available on request.

## **7. Mandatory Officers**

At each Annual General Meeting of the Charity the Full Members shall elect from amongst those who have been Full Members for 6 months immediately preceding the election, a Chairman, Secretary and Treasurer (the "Mandatory Officers"), who shall hold office from the conclusion of that meeting until the next election of Mandatory Officers required under this clause 7 and clause 8.

## **8. Executive Committee**

8.1 The Executive Committee shall consist of not less than 4 Officers and not more than 6 Officers being

i) The Mandatory Officers specified in Clause 7;

ii) Officers in the posts of -

\* Operations Manager

\* Communications Officer

\* Membership Development Officer

iii) General Charity Officers if none of the posts in 8.1.2 are filled

All Executive Committee members must be a Full Member at the point of election and at all times whilst holding the post.

8.2 The Executive Committee may co-opt up to 2 Full Members (excluding those already elected to the Executive Committee). Each appointment of a co-opted Officer shall be made at a special meeting of the Executive Committee called under Clause 11 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not been vacated, in which case the appointment shall run from the date when the post becomes vacant. The co-opted Member(s) shall have full voting rights from this period. The post will be re-elected at the next General Meeting.

8.3 All Officers shall stand down at a suitable time to be agreed before the end of the Annual General Meeting, after the date on which they came into office, but not before the Reports of Officers have been heard and responses to questions completed. Officers may be re-elected or re-appointed.

8.4 The proceedings of the Executive Committee shall not be invalidated by any vacancy among the Officers by any failure to appoint or any defect in the appointment or qualification of an Officer.

8.5 Nobody shall be appointed as an Officer of the Executive Committee who is aged under 18, not a Full Member at the time of election, or who would be disqualified under the provisions of Clauses 7 and 9.

8.6 All Full Members who wish to be elected as Officers of the Executive Committee must be at the Annual General Meeting or the General Meeting where a vacancy is available. Each Full Member wishing to be elected as an Officer of the Executive Committee must make a statement to the membership, either in writing to the Secretary a minimum of 14 days in advance of the Annual General Meeting, or the General Meeting where the vacancy is available, or verbally at the Annual General Meeting or General Meeting. The statement should include as a minimum:

8.6.1 the Full Member's confirmation that they meet the conditions for holding an Executive Committee post;

8.6.2 their reasons for seeking election;

8.6.3 a statement of their skills and experience which makes them suitable for the role.

8.7 The Charity will take out insurance against loss or damage to the Charity's property, Employers and Public Liability, liability of the Executive Committee as Trustees of the Charity and any other insurance required by law or relevant regulation.

All matters discussed by the Executive Committee are to be kept in the utmost confidence.

## **9. Determination of Membership of the Executive Committee**

9.1 An Officer of the Executive Committee may not stand or shall cease to hold office if he or she:

- 9.1.1 Is disqualified from acting as an Officer of the Executive Committee by virtue of the Charities Act 1993 (as amended by any revised statutory re-enactment or modification).
- 9.1.2 Become incapable by reason of death, mental disorder, illness or injury of managing and administering his or her own affairs.
- 9.1.3 Is absent without permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolves that his or her office be vacated.

## **10. Executive Committee Officers not to be Personally Involved**

No Officer of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) or receive remuneration or be interested (otherwise than as an Officer of the Executive Committee) in any contract entered into by the Executive Committee.

## **11. Meetings and Proceedings of the Executive Committee**

- 11.1 The Executive Committee shall hold an ordinary meeting at least once every two months.
- 11.2 A special meeting may be called at any time by the Chairman and any one Officer or by any three Officers of the Executive Committee upon not less than 4 days' notice being given to all Officers of the Executive Committee. Such notice is to contain details of the matters to be discussed but if the matters include the appointment of a co-opted Officer then not less than 14 days' notice must be given.
- 11.3 The Vice Chairman shall be elected from their number by the Executive Committee at their first meeting after the Annual General Meeting. The Vice Chairman shall fulfil the duties of the Chairman in his or her absence.
- 11.4 The Chairman shall chair the meetings of the Executive Committee. If the Chairman or Vice Chairman are absent from any meeting, the Officers of the Executive Committee present shall choose one of their number to chair the meeting before any other business is transacted.
- 11.5 Two voting Officers of the Executive Committee shall be deemed as a quorum.
- 11.6 Every matter shall be determined by a majority vote of the Officers of the Executive Committee present and voting on the question. The Chairman is non-voting but in the case of equality, the Chairman of the meeting will have the casting vote.
- 11.7 The Executive Committee shall keep minutes of the proceedings at the meeting of the Executive Committee.
- 11.8 The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 11.9 The Executive Committee may appoint one or more sub-committees consisting of three or more Officers of the Executive Committee for the purpose of making any inquiry or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee, providing that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.
- 11.10 The Charity may have up to two Presidents (ex-officio) to be appointed at an Annual General Meeting. Any President may be dismissed by the Executive Committee.

## **12. Receipts and Expenditure**

- 12.1 The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such a bank or banks as the Executive Committee shall from time to time decide. All cheques drawn on this account must be signed in accordance with the Bank Mandate.
- 12.2 The funds belonging to the Charity shall be applied only in furthering the objects.

### **13. Accounts**

- 13.1 The Treasurer shall, on behalf of the Executive Committee, ensure that the Charity complies with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
- 13.1.1 The keeping of accounting records for the Charity.
  - 13.1.2 The preparation of annual statements of account for the Charity.
  - 13.1.3 The transmission of the statements of the account of the Charity to the Commissioners.
- 13.2 The financial year of the Charity shall commence on the 1<sup>st</sup> of April and shall be terminated on the 31<sup>st</sup> of March.
- 13.3 The accounts of the Charity must be audited by Independent Auditors appointed at the Annual General Meeting. A copy of the audited accounts shall be available to members.
- 13.3.1 Should the position of Auditor become vacant, the Executive Committee can appoint a new Auditor for the current financial year.
- 13.4 It is the responsibility of the Executive Committee to ensure that the Charity's accounts are successfully compiled, audited and submitted to the Charities Commission no later than 10 months after the Organisation's year end. The Executive Committee may at its discretion employ the services of an Independent Auditor if necessary in order to comply with this deadline.
- 13.4.2 In the event of external services having to be purchased, a minimum of 3 written quotations must be obtained and kept on file, and the services of the lowest acceptable party may be secured.

### **14. Audit Commission**

- 14.1 At every Annual General Meeting of the Charity, following election of the Executive Committee, an Independent Audit Team ("IAT") comprising not more than two full members of the Charity who are not Officers of or co-opted onto the Executive Committee, will be elected from the general membership of the Charity.
- 14.2 The objectives of the IAT will be:
- 14.2.1 To reconcile the income and expenditure accounts of the Charity to the reported bank balances as detailed in the relevant bank statements.
  - 14.2.2 To reconcile any cash balances held by the Treasurer or other nominated person on behalf of the Charity.
  - 14.2.3 To ensure that the accounts of the Charity are maintained in a clear, current and readily understandable format.
- 14.3 Two weeks before each AGM, and during the month of December, the IAT will prepare and submit a written report to the Chairman of the Executive Committee confirming or otherwise the satisfactory nature of the Charity's accounts. The IAT is not expected to comment on the nature and size of any income or expenditure item within the Charity's accounts, unless such item is clearly outside the stated aims and objective of the Charity.
- 14.4 A brief summary of the IAT's report will be included in the Chairman's report at the next General Meeting following receipt of the IAT's report.
- 14.5 The Treasurer shall allow the IAT access to all of the Charity's records, including cheque books, paying-in books, invoices, receipts, bank statements and any other information which may be reasonably required by the IAT to allow it to perform its function, provided such information is returned to the Treasurer no later than two weeks before any general meeting.
- 14.6 All Members and past Members of the IAT will be bound by the same strict confidentiality as imposed on the Committee. Any member of the IAT found in breach of this confidentiality will be disqualified from the IAT and may, at the discretion of the Committee, be subject to further disciplinary action.

14.7 Should no eligible member of the Charity wish to stand for the IAT at the AGM, the IAT will remain unformed until the next General Meeting, at which time further nominations will be sought from the general membership. If no eligible candidates are forthcoming, the IAT will remain unformed until the next AGM and any reporting or other requirement of this Clause will cease.

14.8 In the event that a member leaves the IAT, for whatever reason, the Committee will have the power to co-opt a replacement from the general membership (subject to the general rules of the Charity). At the next General Meeting the vacancy will be re-elected.

## **15. Annual Report**

The Executive Committee shall comply with its obligations under the Charities Act 1993 (or any other statutory re-enactment or modification of the Act) with regard to the preparation of an Annual Report and its transmission to the Commissioners.

## **16. Annual General Meeting and General Meetings**

16.1 There shall be an Annual General Meeting of the Charity, which shall be held in the month of May in each year or as soon as practicable thereafter.

16.2 There shall also be General Meetings in January and September each year, or as soon as practicable thereafter.

16.3 The Executive Committee shall call every General Meeting. The Secretary shall give at least 21 days' notice of all General Meetings to members of the Charity. All members of the Charity shall be entitled to attend. A notice on the premises of the Charity or tracked delivery electronic mail notification to all Full Members is sufficient.

16.4 The elected Chairman of the Charity shall be Chairman for the General Meetings, but if he or she is not present, nor is the Vice Chairman, the Executive Committee members present shall appoint a Chairman for the meeting.

16.5 The Executive Committee shall present to each General Meeting reports and accounts for the preceding four months.

16.6 All elections for Executive Committee posts held at Annual General Meetings or General Meetings shall be subject to a vote of the Full Members. This will be held by secret ballot.

16.7 Collection and counting of votes shall be done by two non-voting persons, appointed by the Chairman. In the absence of any non-voting persons then each candidate shall nominate a representative to count and collect votes.

16.8 In matters of equality the Chairman of the meeting shall have the casting vote but otherwise may not vote on any matter.

## **17. Extraordinary General Meetings**

17.1 Subject to the provision of Clause 17.3 the Executive Committee may call an Extraordinary General Meeting of the Charity at any time.

17.2 If a quarter of the full membership, which shall be a quorum, request a meeting in writing stating the business to be considered, the Secretary will call such a meeting.

17.3 At least 21 days' notice of any Extraordinary General Meeting must be given to the membership, by way of written notice in the Charity's premises, tracked delivery electronic mail notification or letter at the Executive Committee's discretion stating the business to be discussed.

## **18. Procedures at all Meetings**

18.1 The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every meeting of the Charity.

18.2 There shall be a quorum when at least a quarter of full members of the Charity are present at any general meeting. No business of the Charity shall be transacted where a quorum does not exist.

- 18.3 All Full Members of the Charity are entitled to one vote per proposal.
- 18.4 Each Hospital League of Friends (or replacement body) from a hospital to which the Charity regularly broadcasts shall be entitled to be represented at every meeting by not more than two members, both of whom will be entitled to the same voting rights as a Full Member of the Charity for the duration of that meeting.
- 18.5 Any Full Member of the Charity unable to attend a General Meeting is entitled to a proxy vote for the following matters only:
- 18.5.1 Election of Officers to the Executive Committee.
  - 18.5.2 Amendments to the Constitution.
  - 18.5.3 Election of members to the Independent Audit Team.
  - 18.5.4 Amendments to the Rules of Membership.
  - 18.5.5 Any other matter advised to the general membership at least 7 days in advance of the meeting.
- 18.6 Proxy votes must be made in writing stating whether the Member is for or against a motion to be voted on and/or the name of the Member to be elected to a specified office. A proxy vote must be signed by the Member requesting the proxy vote and received by the Secretary prior to the start of that meeting. The Secretary will be responsible for casting all proxy votes.

## **19. Notices**

- 19.1 Unless otherwise stated in this Constitution, any notice required to be served on any Member of the Charity shall be deemed to be served if made in writing personally to that Member, by post to the Member's last known address in the United Kingdom or by the publication of a clear notice on the Charity's broadcasting premises on the reasonable understanding that such Member still attends the Charity's premises.
- 19.2 An obligation to send notification via the postal system will be deemed to have been fulfilled two days after the day of posting.
- 19.3 Any notice made by the Secretary shall be construed as made on behalf of the Executive Committee unless otherwise stated.

## **20. Rules of Procedure**

- 20.1 The Executive Committee at a Committee Meeting may make such rules as they deem necessary or expedient or convenient for the proper conduct and management of the Charity. Any such rule or rules made must be advised in the next regular General Meeting of the Charity.
- 20.2 The membership at any General Meeting may vote to make or amend such rules as they deem necessary or expedient or convenient for the proper conduct and management of the Charity.
- 20.3 Any rules made in accordance with this Clause 20 shall be binding on all Members. No rule will be inconsistent with, or shall effect or repeal anything contained in this Constitution.

## **21. Alteration to the Constitution**

- 21.1 Subject to the following provisions of this Clause, the Constitution may be altered by a resolution passed by a majority of Full Members voting at any General Meeting. The notice of the meeting must include notice of the resolution, setting out the terms of, and the reason for the alteration proposed.
- 21.1.1 The Secretary must receive a written copy of the proposed alteration and reason for the alteration at least 21 days before the meeting. A copy of the proposed alteration must be published at the Charity's broadcasting premises no later than 14 days before the meeting.

21.1.2 No amendment may be made to Clause 1, 3, 22 or Cause 21 without the prior written consent of the Charity Commissioners.

21.1.3 No amendment may be made which would have the effect of making the Charity cease to be a Charity at law.

21.2 The Executive Committee must send to the Commissioners a copy of any amendment made under this Clause within 21 days of the change.

21.3 A copy of the constitution shall be displayed at the Charity's broadcasting premises and made available to any member on request.

## **22. Dissolution**

If the Executive Committee decided that it is necessary or advisable to dissolve the Charity, it shall call a meeting of all Members of the Charity, of which not less than 21 days' notice shall be given stating the terms of the resolution to be proposed. If the proposal is confirmed by a vote of two thirds of Full Members at the meeting, the Executive Committee shall have the power to realise any assets on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be transferred or given to such other charitable institution or institutions having objects similar to the object of the Charity as the Members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement for the final accounting period of the Charity must be sent to the Commissioners.