

# CONSTITUTION – THE OBJECTS AND RULES OF THE FRIENDS OF STAMFORD HOSPITAL

1 The name of the Society is “The Friends of Stamford Hospital”.

## 2 PRELIMINARY

In these Rules:

- i. the expression “the Friends” means the Society constituted by these Rules
- ii. the expression “the committee” means the Committee for the time being of the Friends as hereinafter constituted
- iii. the expression “the Rules” includes any amendment or alteration thereof for the time being in force
- iv. the expression “Member” means any person over the age of 16 years who has paid the subscription.

## 3 OBJECTS AND POWERS

The Objects of the Society shall be to relieve patients of the Hospital, and, generally, to support the charitable work of the Hospital as follows:

- i. To mobilise, encourage, foster and maintain the interest and support of the public in the work of Stamford Hospital.
- ii. To raise funds for the purpose of supplementing in such manner as the Friends think fit, the resources of the Hospital, including subscriptions and donations, and also gifts of property, whether subject to any special trust or not.
- iii. To hold meetings, lectures, exhibitions and discussions and to publish or contribute to the publication of any papers, books, periodicals, reports or other documents.
- iv. To provide or assist in the provision of amenities for patients or staff in Stamford Hospital and to assist in the recruitment of voluntary workers.
- v. To purchase and maintain a policy or policies of insurance to cover any potential liability of the members of the committee which may attach to them by reason of any of their acts or omissions performed in relation to the Society.

## 4 MEMBERSHIP

The subscribers to these Rules and such other persons as the Committee shall admit to membership shall be members of the Society.

## 5 SUBSCRIPTIONS

There shall be an annual subscription payable on 1 January in each year.

## 6 OFFICERS AND COMMITTEE

- i. There shall be a Committee and the business of the Friends shall be conducted and managed by the Committee who may exercise all such powers of the Friends and do on behalf of the Friends all such acts as may be exercised and done by the Friends and as are not by these Rules required to be exercised or done by the Friends in General Meeting.
- ii. The Committee shall consist of the Chairman, Secretary, Treasurer and not fewer than eight and not more than twelve other persons. No person shall be a member of the Committee who is not a member of the Society.
- iii. Committee members will be elected at The Annual General Meeting and shall serve for three years.
- iv. Retiring members of the Committee shall be eligible for re-election.
- v. The Committee shall elect a Chairman to be Chairman of the meetings of the Committee. The Committee may also elect a Vice Chairman and at any meeting of the Committee at which the Chairman and Vice Chairman are not present they may elect one of their number to be Chairman of that meeting.
- vi. The Committee may co-opt any member of the Friends to be a member of the Committee to fill any vacancy to hold office until the conclusion of the following Annual General meeting.
- vii. The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. Any member of the Committee may, and the Secretary on the requisition of a Committee member shall, at any time, summon a meeting of the Committee. At least four meetings of the Committee shall be held in each calendar year.
- viii. The quorum necessary for the transaction of the business of the Committee may from time to time be fixed by the Committee and, unless so fixed, shall be six elected members.
- ix. The continuing members of the Committee may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below seven, the continuing members of the Committee may act for the purpose of increasing the number of the members of the Committee or of summoning a General Meeting of the Society and not for any other purpose.
- x. The Committee may delegate any of its powers to sub-committees consisting of such members of its body as they think fit. All actions of such sub-committees shall be reported to , and confirmed by, the Committee as soon as possible and any sub-committee so formed shall, in the exercise of its powers so delegated, conform to any regulation that may be imposed on it by the Committee.
- xi. The sub-committee may elect a Chairman of its meetings and the provisions of sub rule 7 of this rule (except as to the number of meetings) inclusive shall apply, the necessary changes having been made, to any sub-committee.
- xii. All acts done by any meeting of the Committee or of any sub-committee or by any person acting as a member of the Committee or of any sub-committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person, be valid as if such person had been duly appointed.

- xiii. The Committee may at any time remove from office, and appoint some other person in place of, the Treasurer or the Secretary.

## **7 GENERAL MEETINGS**

- i. An Annual General Meeting of the Friends shall be held in each calendar year and at a date not later than fifteen months after the last Annual General Meeting
- ii. The Committee may at any time call an Extraordinary General meeting and must do so if so requested in writing by not less than twenty members of the Society.
- iii. The Committee shall give at least twenty-one clear days notice in writing or by public advertisement of General Meetings and the purpose thereof to all members entitled to receive notices of meetings.
- iv. At a General Meeting each member shall have one vote. Voting shall be by showing of hands only, unless a ballot is demanded by the Chairman.
- v. The Chairman'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 equal vote, the Chairman shall have a casting vote.
- vi. No vote may be cast by proxy.
- vii. No business shall be transacted at any General Meeting of the Friends unless a quorum of members is present at the time when the meeting proceeds to business. Twenty members personally present shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour from the appointed time for the meeting, the members present shall be a quorum.

## **8 ACCOUNTS AND ANNUAL REPORTS**

The Committee shall procure that the Society complies with its obligations under the Charities Act with regard to:

- i. The keeping of the accounting records for the Society
- ii. The preparation of an annual report and statements of account for the Society
- iii. The auditing or independent examination of the statements of account of the Society
- iv. The transmission of the annual report and the statements of account of the Society to the Charity Commissioners.

## **9 CESSATION OF MEMBERSHIP**

- i. The Committee may expel from membership of the Society any member whose conduct in its opinion is detrimental to the interests of the Society provided that no decision to expel a member shall be made until the member concerned has been given an opportunity to address the Committee.

## **10 NOTICES**

The committee shall inform the members of the Society through a periodical newsletter or other appropriate correspondence, of any meetings, events or matters of interest or concern.

## **11 PROPERTY**

- i. The moneys and property of the Friends not immediately required for the purposes of the Friends may be held by or vested in such persons as the Committee may from time to time determine, and the Committee may appoint two or more persons, whether members of the Friends or not, to hold any such moneys or property upon trust for the Friends.
- ii. Cheques drawn on behalf of the Friends shall be signed by such person or persons as the Committee may from time to time direct.

## **12 REMUNERATION**

All officers shall be honorary. The Committee may appoint and employ such assistant secretaries or clerks as they think fit. They shall appoint (and may pay proper remuneration to) Auditors.

## **13 ALTERATION OF RULES**

The Society may by a majority of not less than two thirds of the members present at an Annual General meeting or Extraordinary General meeting alter, add to or delete all or any of the objects of the Friends and alter the rules and constitution, provided that notice of intention to propose such alteration, addition or deletion and the details thereof are served upon each member with the notice required to be given by Rule 7 (iii) hereof, and provided also that no alteration in the objects of the Friends shall be made which would authorise the application of the property of the Friends for objects which are not charitable.

## **14 INFORMALITIES**

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

## **PROVISION FOR DISSOLUTION**

Upon dissolution of the Friends, any surplus assets (if any) of the Friends remaining after the satisfaction of all debts and liabilities shall not be paid to nor distributed amongst the members of the Friends but shall be given, or transferred, to such charitable institution or institutions as the members of the Friends shall at, or before, the time of dissolution, in General Meeting, determine with the approval of the Charity Commissioners.