

CONSTITUTION OF THE UNINCORPORATED ASSOCIATION

-known as-

THE NHS TRUSTS ASSOCIATION

Name

1. The name of the Association shall be THE NHS TRUSTS ASSOCIATION (the Association)

Head Office

2. The head office of the Association is at The Royal Society of Medicine 1 Wimpole Street London W1G OAE or at such other place as the Executive Committee shall from time to time decide

3. The objects and primary purposes for which the Association is established are

3.1. to achieve as economically as possible, the advancement of knowledge and the fostering of the professional expertise of its members, to support and promote the objectives of the National Health Service and to promote and encourage good practice in NHS healthcare

3.2. to provide and disseminate advice and information which is important and beneficial to NHS Trusts and affiliate members and to supply to its members such services, and in connection with those services such goods as are both referable only to the aims of the Association so far as possible without payment, other than a membership subscription.

3.3. to provide educational support for NHS Trusts

3.4. to support represent and provide services for its members and all other professionals engaged in providing services to the NHS

3.5. to assist and promote good liaison and communication between all bodies and organisations including Health Authorities, the N.H.S., professional associations colleges, government ministers, departments and officials with and amongst all those involved in NHS Healthcare

3.6. to encourage and promote the best clinical quality and highest ethical standards amongst all the persons and bodies whose interests it represents

3.7. to provide all of its members with ancillary services upon the best available terms

3.8. To facilitate the financing and infra-structure of the Association by means of a services contract which shall enable the Association to carry out the requirements of its constitution without levying a membership charge on its ordinary members, and to give security over the assets of the Association whether for the purposes of borrowing by the Association or for the purpose of securing the borrowing of any third party and whether by pledge, lien, charge, or such other security as the Association sees fit.

3.9. to do all or any of the above things in the United Kingdom and, as principal, agents, contractors, trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others

3.10. to do all such other lawful things as are incidental to the attainment of any of the above objects

Income and Property

4. Any income and property of the Association howsoever derived shall be applied solely towards the attainment of the objects of the Association as set forth in this Constitution and except as provided by this Constitution no portion thereof shall be paid or transferred directly or indirectly by way of profit or otherwise to the members of the Association

Dissolution

5. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property or assets whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association to be determined by the Executive Committee. If and insofar as effect cannot be given to this paragraph then to some charitable object connected with health care to be determined by the Executive Committee

Definitions and Interpretation

6. In this Constitution

'Executive Committee' means the committee elected in accordance with the provisions of this Constitution

'Secretary' means any person appointed to perform the duties of Secretary of the Association

'Ordinary Member' means a member of the Association admitted to membership pursuant to Clause 7.

'Affiliate Member' means a member admitted to membership pursuant to Clause 7.

The singular includes the plural and vice versa and the masculine includes the feminine and vice versa.

Membership

7.1 The number of members of the Association shall be unlimited. Members attending or represented at the Inaugural Meeting of the Association referred to in paragraph 8 shall be the first members of the Association and shall be entitled to the privileges of membership as if they had been admitted pursuant to the following provisions

7.2. members shall be admitted to membership by the Executive Committee provided that the function of admission of members may be delegated by the Executive Committee either to a members sub-committee or to the Secretary as the Executive Committee may in its absolute discretion decide

7.3. there shall be two classes of members namely

7.3.1. Ordinary Members: comprising NHS Primary Care Trusts, NHS Hospital Trusts, Ambulance and Mental Health Trusts, Community Trusts and Foundation Hospitals

7.3.2. Affiliate Members: comprising individuals providing or connected with professional services in the field of healthcare including complementary and alternative medicine. In the case of affiliate members membership will be restricted mainly to those individuals whose present or previous professions or employment are or were directly connected with the purposes of the Association. The minimum eligibility criteria for affiliate members shall be that they have some form of relevant experience and/or professional or vocational qualification.

7.4. The Association is non-profit making and Ordinary membership of it is free. Ordinary members of the Association shall not be under any financial liability arising or connected with their membership

7.5. Every prospective applicant member shall prior to admission to membership sign and deliver to the Secretary an application for membership in such form as the Secretary may from time to time determine.

7.6. The Executive Committee may in its absolute discretion and without giving any reason refuse to admit any person representing a member of the Association and the Executive Committee may at a meeting of which due notice has been given resolve that any such person be excluded from representing the member and shall notify the excluded person of its reasons for such exclusion in writing. A person so resolved to be excluded may within fourteen days after receiving notice of such resolution appeal by notice in writing addressed to the Secretary against the decision of the Executive Committee. Such appeal to be heard at the next Annual General Meeting or

such earlier time as the Executive and the Appellant shall agree. The decision of the Executive Committee as to whether such a person shall be excluded shall be final and binding. And the person shall be suspended until the appeal has been heard. If the person so resolved to be excluded shall fail to appeal within the said period of fourteen days that person shall forthwith cease to represent the relevant member.

Inaugural Meeting

8.1 The Association shall hold its inaugural meeting at a time and place to be appointed by the Secretary and at the inaugural meeting the following resolutions shall be put to the meeting and if thought fit passed by the majority of prospective members present together with any resolution or resolutions the prospective members think appropriate:

8.2. That the Association shall be formed in accordance with this Constitution which shall be adopted as the Constitution of the Association with such amendments (if any) as the prospective members present shall think fit and

8.3. That the Secretary and Chief Executive of the Association be appointed

8.4. That there shall be appointed by the Association an interim Chairman and Vice Chairman to hold office until the first General Meeting of the Association.

8.5. That any other business shall be adjourned to the First General Meeting of the Association which shall comprise its first Annual General Meeting

General Meeting

9. The Association shall in each year hold a general meeting as its Annual General Meeting in addition to any other general meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. Provided that so long as the Association holds its first Annual General Meeting within eighteen months of the adoption of this Constitution it need not hold it in the year of the adoption. The Annual General Meeting shall be held at such time and place as the Executive Committee shall appoint

10. The Executive Committee may whenever it thinks fit convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on such requisition (being not less than 25 per cent) of the members having the total voting rights

11. An Annual General Meeting and an Extraordinary General Meeting shall be called by not less than six weeks notice in writing which shall be given to all members and shall specify the place date and time of the meeting and the closing date for nominations of officers and members of the Executive Committee

12. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Each member shall be entitled to be represented at a general meeting by one individual and a quorum shall consist of twenty-five individuals. If a quorum is not present within half an hour from the time appointed for the meeting those members and officers present shall be a quorum unless objections shall be made by half of the members or officers present

13.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded either

- (a) by the chairman of the meeting or
- (b) by at least ten members present in person

Unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost, shall be made and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a poll may be withdrawn

13.2 If a poll is duly demanded it should be taken in such a manner as the chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting. In the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote

13.3. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held

13.4. Every Ordinary Member shall have one vote. Affiliate Members shall not have a vote

Officers

14.1. The Officers of the Association shall be the Chairman and Secretary. The Chairman of the Association shall be elected each year at the Annual General Meeting of the Association and shall hold office until the conclusion of the next Annual General Meeting. Nominations for the appointment of Officers shall be made by not less than five members and shall be submitted to the Secretary not later than twenty-one days before the Annual General Meeting. Each nomination shall be signed by the nominating members and shall be accompanied by the signed consent of the person nominated. If there are no nominations for Officers they may be appointed by the Executive Committee or in default by the Secretary

14.2. The Executive Committee shall have power to fill casual vacancies amongst the Officers and any person appointed to fill the casual vacancy shall hold office until the next annual general meeting after the date of his or her appointment

14.3. The Secretary and Chief Executive shall be appointed in accordance with the Services Contract

Executive Committee

15.1 The affairs of the Association shall be governed by an Executive Committee which shall comprise the Officers of the Association together with ten other members elected in accordance with the provisions of this Constitution

15.2. The Members of the Executive Committee shall be elected at an Annual General Meeting. Nominations for the election of Regional Members of the Committee shall be made by not less than five members from each NHS region and shall be submitted to the Secretary not later than 21 days before the Annual General Meeting. This shall not apply at the inaugural meeting. Each nomination shall be signed by the nominating members and shall be accompanied by the signed consent of the persons nominated. A member of the Executive Committee may be removed from office by a vote of no confidence by the Executive Committee provided that, at the meeting of the Executive Committee at which such a vote is passed, not less than nine members of the Executive Committee shall be present and not less than two-thirds of the members so present shall support such vote of no confidence. The Executive Committee shall have power to replace any person so removed by a vote of no confidence but the person elected by way of replacement shall hold office only until the end of the next following Annual General Meeting

15.3. No member of the Executive Committee shall receive any remuneration for their services as such but shall be entitled to contribution towards travelling expenses properly incurred by him in connection with his duties as a member of the Executive Committee. Such sums to be determined by the Chairman and Secretary.

Powers and Duties of the Executive Committee

16.1. The Executive Committee may exercise all such powers of the Association as are not, by this Constitution, required to be exercised by the Association in general meeting

16.2. The Executive Committee shall cause minutes to be made in a minute book provided for the purpose

16.2.1. of all appointments to fill casual vacancies amongst officers made by the Executive Committee

16.2.2. of the names of members of the Executive Committee present at each meeting of the Executive Committee and of any subcommittee of the Executive Committee

16.2.3. of all resolutions and proceedings at all meetings of the Association and of the Executive Committee and of subcommittees of the Executive Committee and every member of the Executive Committee present at any meeting of the Executive Committee or sub-committee of the Executive Committee shall sign his name in a book kept for that purpose

16.3. Each member of the Executive Committee shall serve for a period of three years from the Annual General Meeting at which that member was elected but as between persons who became members of the Executive Committee on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. A retiring member of the Executive Committee shall be eligible for re-election and if he shall at least six weeks before the date of the Annual General Meeting inform the Secretary in writing of his desire to

offer himself for re-election he shall not be required to be nominated under paragraph 15.2. The Association may by resolution passed at a general meeting remove any member of the Executive Committee before the expiration of his period of office notwithstanding anything in this Constitution or in any agreement between the Association and such person

16.4. Where the number of candidates for the Executive Committee exceeds the number of vacancies to be filled the Secretary shall cause to be printed a list of candidates stating the number of such vacancies and a postal ballot shall be taken by circulating to the members not less than three weeks before the date of the Annual General Meeting a ballot paper showing the number of vacancies and the names and addresses of each candidate with biographical notes not exceeding two hundred words and their respective proposers. Each member shall place a cross on the ballot paper opposite the names of the candidate or candidates whom he desires to be elected and shall return the ballot paper to the Secretary or to such independent scrutineer as the Secretary shall determine. The candidates with the greatest number of valid votes shall be deemed to be elected. In the case of an equality of votes for one or more vacancies the Chairman of the Annual General Meeting shall give a casting vote or votes

17. A notice may be given by the Association to any member either personally or by sending it by post to him at his registered address or to the address (if any) within the United Kingdom supplied by him to the Association for the purpose of giving notice to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post

18. This Constitution may be amended by a resolution submitted to a general meeting of the Association and duly passed by a majority of not less than two-thirds of those present and voting at the meeting.

Dissolution

19. The Association may be dissolved by a resolution to that effect passed at a general meeting of the Association by not less than three quarters of the members present and voting at the meeting. Following such resolution the property and assets of the Association shall be disposed of in accordance with paragraph 5.