

The Friends of Forth Valley Royal Hospital Constitution (Revised)

Name The Friends of Forth Valley Royal Hospital, known as “the Friends “is an unincorporated Scottish registered charity; Charity Number SC 042583

Objects

1. The association’s objects are to advance health and relieve sickness, disease and suffering and in furtherance of this:
 - a. To promote the comfort and welfare of Forth Valley Royal Hospital patients and staff and provide additional amenities which have not been provided by the National Health Service.
 - b. To stimulate and foster interest in the Forth Valley Royal Hospital and in the welfare of the patients and staff.
 - c. To provide a link between the Forth Valley Royal Hospital and the community hospitals.

General Structure

2. The structure of the Friends shall consist of
 - A. The Members - have the right to attend the annual general meeting and any general meeting and to elect people to serve on the executive committee and take decisions in relation to changes to the constitution. They will hold a minimum of six regular meetings during the period between annual general meetings. Every Member is a member of the Committee and a Trustee of the Charity
 - (b) the Executive Committee – will be formed by a Chair, Vice Chair, treasurer and secretary, and will supervise the activities of the association; in particular, monitoring the financial position of the association.
 - (c) each and every Member of the Friends ,being a Trustee of the Charity , must inform themselves of the code of conduct for Trustees as set out by OSCR and, agree to comply with these requirements.

Qualifications For Membership

3. Membership shall be open to residents of the Forth Valley area who support the objects of the association and meet the statutory requirements to be a Trustee as set out by OSCR

Application for Membership

4. Any person who wishes to become a member must sign, and lodge with the Secretary , a written application for membership and ,confirmation that the applicant meets the statutory requirements for a Trustee as set out by OSCR
5. The executive committee may, at its discretion, refuse to admit any person to membership.
6. The members shall consider each application for membership at the first committee meeting which is held after receipt of the application; the executive committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.

Register of Members

The Vice chairman shall maintain a register of members, setting out the full name and address of each member, the date on which she/he was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from Membership

7. Any person who wishes to withdraw from membership shall sign, and lodge with the Secretary, a written notice to that effect; on receipt of the notice by the association; s/he shall cease to be a member. On retiring from the Committee a member shall cease to be a Trustee of the Charity **and shall return the access badge to the Vice Chairman.**

General Meetings (Meetings of Members)

8. The executive committee shall convene an annual general meeting in each year (but excluding the year in which the association is formed); not more than 15 months shall elapse between one annual general meeting and the next.

9. The business of each annual general meeting shall include:-

- (a) a report by the chair on the activities of the association
- (b) Consideration of the annual accounts of the association
- (C) The election/re-election of members of the management committee

10. The executive committee may convene a special general meeting at any time.

11. Notice of General Meetings

At least 14 clear days' notice must be given of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.

12 Notice of Extraordinary General Meetings (EGM)

Any group of three or more Members can request the Secretary to call an EGM, stating the agenda for such a meeting. The Secretary shall then inform all members giving at least 10 days' notice of the date, time and venue

13 Procedure at General Meetings

No business shall be dealt with at a General Meeting unless a quorum is present; the quorum for a meeting shall be 75%members for financial matters and 60% for all other matters. Questions arising at a meeting of the executive committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

All members should notify the Secretary before 12.00 (noon) the day before the meeting to ensure there will be a quorum present.

14. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.

15. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

16. A resolution put to the vote at a general meeting shall be decided on a show of hands or a secret ballot is demanded by the chairperson

17. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct.

18. The result of the ballot shall be declared at the meeting at which the ballot was demanded.

Complaints procedure

19. Any complaints regarding the management of meetings or any member of the Friends must be made in writing to the Secretary. This will then be discussed by the executive committee before a general discussion of the full committee.

Election, Retiral, Re-Election

20. At each annual general meeting, the members may propose any member for the executive committee.
21. The executive committee may at any time appoint any member to be a member of the executive committee
22. At each annual general meeting, the members of the executive committee excluding the Chairman shall retire from office - but shall then be eligible for re-election.

Office Bearers

23. The members shall elect from among themselves a chair, vice chair, treasurer and a secretary, and such other office bearers (if any) as they consider appropriate.
24. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election
25. The Chairperson can remain in office for a period of no more than three consecutive years. At the end of such a period the Chairperson can remain a member of the Committee but must wait at least one full year before standing for election to another post on the Executive Committee
26. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the executive committee or if he/she resigns from that office by written notice to that effect.

Termination of Office

27. A member of the executive committee shall automatically vacate office if:-
- a. he/she becomes debarred under any statutory provision from being a charity trustee, as set out by OSCR
 - b. he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - c. he/she ceases to be a member of the Friends
 - d. he/she resigns office by notice to the Friends

Operation of Accounts and Holding of Property

28. The signatures of two out of three signatories appointed by the executive committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the association; at least one out of the two signatures must be the signature of a member of the executive committee.

Minutes

- 28 .The Secretary shall ensure that minutes are made of all proceedings at general meetings, and also the Annual General Meeting and all minutes shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting. Minutes must be distributed within two weeks of the meeting.

Accounting Records and Annual Accounts

29. The treasurer shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- 30.. The Treasurer shall prepare annual accounts and arrange for an independent examination which complies with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor. The Treasurer shall ensure that accounts and supporting documentation are submitted to OSCR, for scrutiny, within the timescale required by OSCR

Notices

31. Any notice which requires to be given to a member under this constitution shall be in writing; such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the association.

Dissolution

32. If the management committee determines that it is necessary or appropriate that the association be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given
33. If a proposal by the executive committee to dissolve the association is confirmed by a two-thirds majority of those present and voting at the general meeting convened the members shall have power to dispose of any assets held by or on behalf of the association - and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other charity or charities having objects similar to those of the association; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the association at, or prior to, the time of dissolution.
34. For the avoidance of doubt, no part of the income or property of the association shall (otherwise than in pursuance of the association's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the association's existence or on dissolution.

Alterations to the Constitution

- 35.The constitution may be altered by a resolution passed by not less than two-thirds of the members and voting either at an Extraordinary General Meeting or at the Annual General Meeting, providing due notice of the meeting, and of the resolution is given.
36. The undersigned have voted on and approved the amended Constitution on

Tuesday 5th February 2019.

Chairman _____

Treasurer _____

