

Guillain-Barré Syndrome Support Group

Constitution

(Accepted 14 May 2011 by the Annual General Meeting)

1. NAME

1.1 The name of the Association shall be “THE GUILLAIN-BARRÉ SYNDROME SUPPORT GROUP” (hereinafter referred to as “the Group”).

2. OBJECTS and POWERS

2.1 The objects of the Group shall be the relief of persons suffering from the conditions variously known as the Guillain-Barré syndrome, acute idiopathic polyneuritis, or acute or chronic inflammatory polyradiculoneuropathy or their cognates, (hereinafter referred to as “the illnesses”) in the United Kingdom, the Crown Dependencies of the Channel Islands and the Isle of Man, and the Republic of Ireland and of their families, in particular by:

- (a) the provision of care, information, non-medical advice and other assistance to sufferers and their families;
- (b) promoting research into the causes, prevention and treatment of the illnesses; and
- (c) advancing the education of the public and of the medical professions concerning the illnesses, their causes, prevention and treatment.

2.2 In furtherance of the above objects the Group shall have the following powers:

- (a) to raise moneys and invite and receive contributions from any person or persons whatsoever (except monies or contributions excluded by any ethical policy that the Board of Trustees may resolve) by way of subscriptions and otherwise, to hold property, and in particular to establish, hold and make disbursements from one or more specific funds for the furtherance of any of the Group’s objects, provided that the Group shall not undertake any material permanent trading activities in raising funds for its primary charitable objects;
- (b) to promote, encourage or undertake organised research, provided that the results of any research funded by the Group shall be published;
- (c) to arrange and provide for or join in arranging and providing for the holding of activities, meetings, lectures and classes, and in particular to establish a network of volunteer visitors and to promote the formation of local branches throughout the United Kingdom and the Republic of Ireland;

(d) to procure to be written, and publish, issue and circulate in printed, electronic or any other medium, gratuitously or otherwise, any reports or periodicals, books, pamphlets, leaflets or other documents or presentations;

(e) to co-operate with other charities, voluntary bodies and statutory authorities operating in the furtherance of the objects or of similar charitable purposes in the United Kingdom, the Republic of Ireland and elsewhere, and in particular the GBS/CIDP Foundation International or its successors, and to exchange information and advice with them;

(f) to appoint an Auditor or Independent Examiner;

(g) to employ staff (who shall not be members of the Board of Trustees) and to pay honoraria and reimburse reasonable expenses to any of the Group's Board of Trustees, Auditor or Independent Examiner, or volunteers, or to any other person in respect of the provision of specific professional services;

(h) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

(i) to appoint and constitute such advisory committees and working parties as the Board of Trustees may think fit;

(j) delegate to any subordinate body or individual, including sub-committees, working parties, trustees, agents, members of staff, management teams, and volunteers such of their powers authorities and discretions for such time, and on such terms, and subject to such conditions, as the Board of Trustees may think fit; the Board of Trustees may also vary or revoke such delegation;

(k) to pay insurance premiums as determined necessary by the Board of Trustees; and

(l) to do all such other lawful things as are necessary for the achievement of the objects.

3. MEMBERSHIP and SUBSCRIPTIONS

3.1 Membership of the Group shall be open to anyone (whether a United Kingdom or Republic of Ireland citizen or not) who is interested in the illnesses or the Objects of the Group.

3.2 There may be the following categories of membership: life membership, annual membership, and honorary membership.

3.3 Life membership may, subject to a resolution of a General Meeting of the Group authorising its introduction, be purchased by persons aged eighteen years or more by payment of a single subscription of such amount as the Group may from time to time determine.

3.4 Annual membership may be purchased by payment of an annual subscription of such amount as the Group may from time to time determine.

3.5 Honorary membership may be conferred by a General Meeting of the Group, on the recommendation of the Board of Trustees of the Group, on such persons whose public prominence or contribution to the furtherance of the Objects of the Group are such that, in the opinion of the

Board of Trustees, their membership would be beneficial to the furtherance of those Objects. No subscription shall be payable by honorary members.

3.6 Subscription rates shall be determined by the Board of Trustees of the Group but shall not take effect until confirmed by a General Meeting. Without prejudice to the generality of the foregoing, differential rates may be determined according to the age or income of members or for members residing at the same address. The Board of Trustees may at its discretion waive all or part of the subscription due from any member.

3.7(1) Membership is terminated if:

- (a) the member dies;
- (b) the member resigns by written notice to the Group unless, after the resignation, there would be less than two members;
- (c) any sum due from the member to the Group is not paid in full within six months of it falling due; or
- (d) the member is removed from membership by a resolution of the Board of Trustees that it is in the best interests of the Group that his or her membership is terminated.

3.7(2) A resolution to remove a member from membership may only be passed if:

- (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Board of Trustees at which the resolution will be proposed and the reasons why it is to be proposed; or
- (b) the member or, at the option of the member, the member's representative (who need not be a member of the Group) has been allowed to make representations to the meeting.

3.8 Every member shall have one vote.

3.9 All members shall be bound by these rules.

3.10 Those who have registered for support with the Group but who have not paid a subscription shall receive benefits as may be determined from time to time by the Board of Trustees. Such persons are not members and may not vote at general meetings.

4. PRESIDENT and PATRONS

4.1(1) A General Meeting of the Group may, on the recommendation of the Board of Trustees, appoint as President of the Group any member who in its opinion has rendered valuable service to the Group.

4.1(2) The President shall hold office until he or she resigns or dies, or until a General Meeting, on the recommendation of the Board of Trustees, resolves to appoint a successor.

4.2(1) A General Meeting of the Group may, on the recommendation of the Board of Trustees, appoint as Patrons of the Group eminent persons whose appointment would in its opinion thereby further the Objects of the Group.

4.2(2) Exceptionally, the Board of Trustees may accept an offer of Patronage on behalf of the Membership if the offer was from a person of such eminence that the process pursuant to rule 4.2(1) be deemed inappropriate.

4.2(3) The Board of Trustees must approve in advance any approach to any person identified as a potential Patron.

4.2(4) The Patrons shall hold office until either they resign or die.

4.3(1) The Board of Trustees may appoint eminent persons as Patrons for specific projects including appeals.

4.3(2) Patrons for a specific project shall hold office for no longer than the life of the project.

5. OFFICERS

5.1(1) The Officers of the Charity shall be:

- (a) the Chairman;
- (b) the Charity Secretary; and
- (c) the Treasurer.

5.1(2) Nobody shall be elected or appointed as an Officer who is aged under eighteen years or who would, if elected or appointed, be disqualified pursuant to rule 6.7.

5.1(3) No person shall hold more than one office simultaneously.

5.2(1) The Officers will be elected, if vacancies are created by rules 6.4(2-5), from amongst the membership at the Annual General Meeting pursuant to rules 7.1(1)(d), 7.1(2) and 7.1(3).

5.2(2) Officers shall hold office from the end of the Annual General Meeting (if held concurrently, then from the end of the Annual General Meeting and Conference).

5.3 Any vacancy arising from the death or resignation of any Officer, or for any other reason, may be filled by resolution of the Board of Trustees appointing in order of consideration:

- (a) an Elected or Co-opted Member of the Board of Trustees; or
- (b) a member of the Group; or
- (c) a person from outside the Group.

6. BOARD OF TRUSTEES

6.1 The Trustees of the Group shall be known as the Board of Trustees which shall consist of not less than six members and not more than thirteen members being:

- (a) the Officers of the Group, elected pursuant to rule 5.2(1) or appointed pursuant to rule 5.3;
- (b) not less than three and not more than six Elected Members;

(c) up to four Co-opted Members.

6.2(1) The Elected Members will be elected, if vacancies are created by rules 6.4(2-5), and 7.1.(1)(c) from the membership at Annual General Meetings pursuant to rules 7.1(1)(d), 7.1(2) and 7.1(3).

6.2(2) Elected Members shall hold office from the end of the Annual General Meeting (if held concurrently, then from the end of the Annual General Meeting and Conference).

6.2(3) Nobody shall be elected as an Elected Member who is aged under eighteen years or who would, if elected, be disqualified pursuant to rule 6.7.

6.3(1) The Board of Trustees may resolve to appoint not more than four Co-opted Members from either within the Group's membership or from outside the membership.

6.3(2) No-one may be appointed as a Co-opted Member if, as a result, more than one third of the members of the Board of Trustees would be Co-opted Members.

6.3(3) Each appointment of a Co-opted Member shall take place either with immediate effect or from a date as determined by the Board of Trustees.

6.3(4) Nobody shall be appointed as a Co-opted Member who is aged under eighteen years or who would, if appointed, be disqualified pursuant to rule 6.7.

6.4(1) Appointed Officers appointed pursuant to rule 5.3 and Co-opted Members appointed pursuant to rule 6.3 shall hold office until the end of the following Annual General Meeting. They may stand for subsequent election as Officers or Elected Members, or may be reappointed as Co-opted Members.

6.4(2) At the end of each Annual General Meeting one-third, or the number nearest to one-third, of the existing elected Officers and Elected Members must retire from office.

6.4(3) If there is only one Officer or Elected Member, he or she must retire.

6.4(4) Those expressing a desire to retire shall be allowed to do so. Thereafter, the Officers and Elected Members required to retire shall be determined by rotation being those who have been longest serving since their last election.

6.4(5) If any Officers and Elected Members were elected on the same day, those to retire shall be the longest serving without break and thereafter (unless they otherwise agree amongst themselves) be determined by lot.

6.4(6) Retiring Officers and Elected Members may be nominated for re-election as Officers or Elected Members.

6.5 The proceedings of the Board of Trustees shall not be invalidated by any vacancy among their number or by any failure to appoint, or any defect in the appointment or qualification of a member.

6.6 No person shall be entitled to act as a member of the Board of Trustees whether on a first or on any subsequent entry into office until after signing in the minute book of the Board of Trustees a declaration of acceptance of, and willingness to act in, the trusts of the Group.

6.7 A member of the Board of Trustees shall cease to hold office if he or she:

- (a) is disqualified from acting as a member of the Board of Trustees by virtue of section 72 of the Charities Act 1993 or any statutory re-enactment or modification of that provision;
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- (c) notifies to the Board of Trustees a wish to resign (but only if at least three members of the Board of Trustees will remain in office when the notice of resignation is to take effect).

6.8 Except with the prior written approval of the Charity Commissioners, no member of the Board of Trustees may:

- (a) receive any benefit in money or kind from the Group;
- (b) have a financial interest in the supply of goods or services to the Group;
- (c) acquire or hold any interest in property of the Group (except any member who is appointed as a Holding Trustee of the Group pursuant to rule 9.1).

6.9(1) The Board of Trustees shall meet not less than three times per year.

6.9(2) At least fourteen days' notice of each meeting of the Board of Trustees and of the business to be dealt with shall be given to its members, save that the Chairman may in an emergency authorise the convening of a meeting at less than fourteen days' notice provided that the business at a meeting called at short notice shall be confined to the emergency business specified in the notice convening the meeting.

6.9(3) At its first meeting following an Annual General Meeting, the Board of Trustees shall elect a Vice-chairman from amongst its elected members. The Vice-chairman shall deputise for the Chairman when necessary, but shall not automatically succeed to the Chairmanship when the existing officer-holder relinquishes the position.

6.9(4) Within the six months following an Annual General Meeting, the Board of Trustees shall approve the minutes of the said Annual General Meeting.

6.10(1) The quorum of the Board of Trustees shall be one-third of its members, at least one of whom shall be an Officer.

6.10(2) In the event of an equality of votes on any question the Chairman, or in his absence the person taking the Chair at a meeting of the Board of Trustees, shall have a second or casting vote.

6.11 Sub-committees and working parties formed pursuant to clause 2.2 (j) carrying out business on behalf of the Board of Trustees may conduct such business and make decisions provided they are within the Terms of Reference and budgets as determined from time to time by the Board of Trustees.

6.12 If requested, any member of staff employed by the Group shall attend, and may speak at, meetings of the Board of Trustees and, where appropriate, of its sub-committees and working parties if this is a term of employment.

6.13 Where a member of the Board of Trustees fails without reasonable excuse to attend more than two consecutive meetings the Board of Trustees may recommend to the Annual General Meeting that he or she shall be ineligible for election as an Officer of the Group or as an elected member of the Board of Trustees for such period as may be specified in the recommendation. If the Annual General Meeting accepts such a recommendation, that person shall be ineligible for election for the period specified or such lesser period as the meeting may determine.

7. GENERAL MEETINGS

7.1(1) The Annual General Meeting of the Group shall be held not later than 31 May in each year for the following purposes:

(a) to receive and adopt the examined or audited accounts of the Group for the preceding financial year;

(b) to receive and adopt the annual report of the Board of Trustees (which may include reports from individual Officers or members) and such other reports as the Board of Trustees may deem appropriate;

(c) to determine the number of members to be elected to the Board of Trustees and consider any recommendations from the Board of Trustees as to eligibility for election;

(d) to elect Officers and Elected Members of the Board of Trustees to replace those retiring by rotation pursuant to rule 6.4(2-5), the number of Elected Members being determined by rule 7.1(1)(c);

(e) to appoint the Auditor or Independent Examiner;

(f) to consider any recommendation from the Board of Trustees relating to the appointment of the President or of the Patrons;

(g) to consider and if thought appropriate to confirm any decision of the Board of Trustees relating to subscription rates; and

(h) to transact such other business as the Board of Trustees may determine or as shall have been notified to the Charity Secretary not less than forty-two days before the meeting.

7.1(2) Nominations for elections pursuant to rule 7.1(1)(d) above, signed by a Proposer and Secunder and endorsed by the nominee to signify his or her consent to the nomination and confirming that he or she is not disqualified pursuant to rule 5.1(2) or rule 6.2(3), shall be submitted in writing to the Charity Secretary not less than forty-two days before the Annual General Meeting.

7.1(3) In the event of no valid nomination being received for an office or insufficient valid nominations being received for the number of Elected Members required as resolved by rule 7.1(1)(c), nominations may be received at the meeting. Nominees must affirm that they are not disqualified pursuant to rules 5.1(2) (Officers) or 6.2(3) (Elected Members).

7.2(1) An Extraordinary General Meeting of the Group may be held at any time at the discretion of the Board of Trustees.

7.2(2) An Extraordinary General Meeting of the Group shall be held upon the receipt by the Charity Secretary of a written request signed by not less than twenty members of the Group.

7.2(3) No business shall be transacted at an Extraordinary General Meeting other than that specified in the notice convening it.

7.3(1) Not less than twenty-eight days written notice of each General Meeting shall be sent to each member of the Group. Such notice shall specify the date, time and place of the meeting and what business it is proposed to transact.

7.3(2) Notwithstanding the provisions of rule 7.3(1) above, the failure of any member for any reason whatsoever to receive a notice of any General Meeting shall not invalidate that meeting or any resolution passed or any election or appointment made at the meeting.

7.4(1) All members of the Group shall be entitled to attend, speak and vote at General Meetings.

7.4(2) The voting at General Meetings shall be by show of hands save that contested elections shall be conducted by secret ballot at the meeting.

7.4(3) In the event of an equality of votes on any matter or in any election, the person presiding at a General Meeting shall have a second or casting vote.

7.5 The quorum for any General Meeting shall be twenty members, or ten per cent of the members of the Group, whichever be the less.

8. FUNDS

8.1 The funds of the Group shall be vested in the Trustees and, subject to the direction of the Court or of the Charity Commission, under the control of the Board of Trustees, and shall be applied only in pursuance of the Objects and Powers of the Group.

8.2(1) The Board of Trustees shall hold one or more central accounts with such United Kingdom banks or building societies as it may from time to time determine.

8.2(2) The only persons authorized to sign cheques drawn on a centrally-held account shall be:

(a) Up to four members of the Board of Trustees as nominated by the Board of Trustees; and

(b) Up to two employees or volunteers as nominated by the Board of Trustees.

8.2(3) All cheques drawn on a centrally-held account must be signed by two authorised signatories, one of whom must be a member of the Board of Trustees.

8.2(4) All cheques co-signed by a person authorised pursuant to rule 8.2(2)(b) shall be subject to an upper limit as may be determined from time to time by the Board of Trustees.

8.2(5) Multiple cheques drawn to circumvent rule 8.2(4) are prohibited.

8.3(1) The Board of Trustees may authorise local branches established pursuant to rule 10.1 to open an account with a United Kingdom bank or building society unless the branch operates in the Republic of Ireland in which case the account should be with an Irish bank or building society.

8.3(2) The only persons authorised to sign local branch cheques shall be up to four elected committee members of the local branch who must also be members of the Group.

8.3(3) All cheques drawn by local branches must be signed by two signatories authorised pursuant to rule 8.3(2).

8.3(4) Local branches may not draw cheques without the written authority of the Board of Trustees except for:

(a) cheques in payment for fundraising or arranging meetings which shall be subject to an upper limit as may be determined from time to time by the Board of Trustees; and

(b) cheques disbursed as part of a local branch's charitable activity for purposes or a project previously approved in writing by, and up to an upper limit as agreed in writing with, the Board of Trustees.

8.3(5) Multiple cheques drawn to circumvent rule 8.3(4) are prohibited.

8.3(6) Treasurers of local branches must provide a financial statement to the Group's Treasurer in a format as required by the Group's Treasurer at the end of each financial year.'

8.4(1) Provided the Board of Trustees authorises it for each account, credit cards, debit cards and the electronic transfer of funds in lieu of cheques for centrally-held and locally-held accounts are permitted. 9 [remove]

8.4(2) Safeguards regarding the signing of cheques in clauses 8.2(2) to 8.2(5) and 8.3(2) to 8.3(5) must be reflected in any use of debit and credit cards and electronic transfers of funds.

8.5 The Board of Trustees may invest the Group's funds in such authorised charitable investments as it considers appropriate.

8.6 The Group's financial year shall end on 31 December. Audited or examined accounts shall be distributed to members of the Board of Trustees as soon as possible thereafter, made available to members, and thereafter tabled at the Annual General Meeting for approval.

9. PROPERTY

9.1 The Board of Trustees may appoint not less than three individuals as the Holding Trustees of the property of the Group, which shall be vested in them. The Holding Trustees shall, so far as may be legally necessary and subject to the direction of the Court or of the Charity Commission, act in regard to the property of the Group or in other ways as the Board of Trustees of the Group may instruct them and, so acting, shall be held indemnified against any loss which may ensue to the Group. The Holding Trustees may act notwithstanding the resignation or death of any of their number.

10. LOCAL BRANCHES

10.1 Subject to the approval of the Board of Trustees, local branches comprised of members of the Group may be formed in any part of the United Kingdom and the Republic of Ireland.

10.2 The Board of Trustees shall make regulations to govern the constitution and activities of any local branches formed pursuant to rule 10.1. Subject to these rules and to any such regulations, local branches may undertake any activity or operation in pursuance of the Objects and Powers of the Group.

10.3 Any property or funds acquired or raised by local branches shall be the property of the Group and be vested in the Board of Trustees and shall be transferred to the Board of Trustees upon request. Such property or funds may be held locally and may be applied in pursuance of the Objects and Powers of the Group subject to the approval of the Board of Trustees.

11. DISSOLUTION OF THE GROUP

11.1 The Group may be dissolved by a resolution of an Extraordinary General Meeting called for that purpose, provided that not less than two-thirds of the members entitled to vote present at the meeting vote in favour of the resolution.

11.2 In the event of the Group being dissolved, any assets of the Group remaining after all its debts and liabilities shall have been discharged shall be transferred to such charitable body or bodies in the United Kingdom, the objects of which shall be similar to those of the Group, as the Board of Trustees shall, subject to any direction of the General Meeting or of the Court or the Charity Commission, determine.

12. INTERPRETATION AND OMISSIONS

12.1 The Board of Trustees shall, subject to any direction of the Charity Commission, have power to determine any question of interpretation of this Constitution and to provide for any matters not provided for herein.

13. AMENDMENT OF CONSTITUTION

13.1 This Constitution may be amended, added to, or rescinded by a resolution of a General Meeting of the Group, provided that:

(a) notice of the proposed amendment, addition or rescission shall have been notified to the Charity Secretary in writing not less than forty-two days before the meeting at which it is to be considered and shall have been incorporated in or appended to the notice convening the meeting;

(b) not less than two thirds of the members entitled to vote present at the meeting vote in favour of the making of the amendment, addition or rescission; and

(c) no amendment shall be made which would cause the Group to cease to be a charity in law.

13.2 Any amendment or addition to, or rescission of, this Constitution approved in accordance with rule 13.1 above shall, unless the resolution provide otherwise, take effect immediately.