

Constitution (as amended 4 March 2005)

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 and 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 National Executive Committee 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 Guillain-Barré Syndrome 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 National Executive Committee) and to pay honoraria and reimburse reasonable expenses to any of the Group's National Executive Committee, 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 as the National Executive Committee may think fit;

(j) to pay insurance premiums (including Trustee Indemnity Insurance) as determined necessary by the National Executive Committee; and

(k) 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, junior 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 unless the member is under eighteen years of age and provided Junior Membership pursuant to rule 3.5 has been introduced.

3.5 Junior membership may, subject to the approval of the National Executive Committee authorising its introduction, be purchased by or on behalf of persons under eighteen years of age by the payment of an annual subscription of such amount as the Group may from time to time determine.

3.6 Honorary membership may be conferred by a General Meeting of the Group, on the recommendation of the National Executive Committee 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 National Executive Committee, their membership would be beneficial to the furtherance of those Objects. No subscription shall be payable by honorary members.

3.7 Subscription rates shall be determined by the National Executive Committee 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 National Executive Committee may at its discretion waive all or part of the subscription due from any member.

- 3.8(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 National Executive Committee that it is in the best interests of the Group that his or her membership is terminated.
- 3.8(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 National Executive Committee 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.
- 3.9 Every member shall have one vote.
- 3.10 All members shall be bound by these rules.

4. PRESIDENT and PATRONS

- 4.1(1) A General Meeting of the Group may, on the recommendation of the National Executive Committee, 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 National Executive Committee, resolves to appoint a successor.
- 4.2(1) A General Meeting of the Group may, on the recommendation of the National Executive Committee, appoint as Patrons of the Group eminent persons whose appointment would in its opinion thereby further the Objects of the Group.
- 4.2(2) The Patrons shall hold office until either they resign or die.

5. OFFICERS

- 5.1(1) The Annual General Meeting of the Group shall elect from amongst the membership, except those disqualified pursuant to rule 6.5, a Chairman, a Secretary and a Treasurer, who shall hold office from the end of either that meeting or, at the discretion of the retiring National Executive Committee, a concurrent Group conference or other official activity.
- 5.1(2) Any vacancy arising from the death or resignation of any Officer, or for any other reason, may be filled by the National Executive Committee appointing an elected or co-opted member of the National Executive Committee. Should neither elected nor co-opted member wish to fill the office, then the vacancy may be filled by the National Executive Committee appointing any member of the Group not excluded by rule 6.5. Any Officer so appointed shall hold office until the end of either the next

Annual General Meeting or, at the discretion of the retiring National Executive Committee, a concurrent Group conference or other official activity.

5.2 No person shall hold more than one office simultaneously.

6. NATIONAL EXECUTIVE COMMITTEE

6.1(1) The Trustees of the Group shall be known as the National Executive Committee which shall consist of not less than six members and not more than thirteen members being:

(a) the Officers of the Group;

(b) not less than three and not more than six members elected at the Annual General Meeting who shall hold office from the end of either that meeting or, at the discretion of the retiring National Executive Committee, a concurrent Group conference or other official activity; and

(c) up to four nominated members appointed as follows.

6.1(2) The National Executive Committee may in addition appoint not more than four co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the National Executive Committee would be co-opted members.

6.1(3) Only members of the Group not disqualified pursuant to rule 6.5 shall be eligible for election or co-option to the National Executive Committee.

6.2 Each appointment of a co-opted member shall be made by resolution of the National Executive Committee and shall take place either with immediate effect or from a date as determined by the National Executive Committee.

6.3 All the members of the National Executive Committee shall retire from office together at the end of either the Annual General Meeting next after the date on which they came into office or, at the discretion of the retiring National Executive Committee, a concurrent Group conference or other official activity, but they may be re-elected, except where excluded pursuant to rule 6.5, or reappointed.

6.4 The proceedings of the National Executive Committee 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.

6.5 Nobody shall be elected to, or appointed as, a member of the National Executive Committee who is aged under eighteen years or who would, if elected or appointed, be disqualified pursuant to rule 6.7.

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

6.7 A member of the National Executive Committee shall cease to hold office if he or she:

(a) is disqualified from acting as a member of the National Executive Committee 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 National Executive Committee a wish to resign (but only if at least three members of the National Executive Committee 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 National Executive Committee may:

(a) receive any benefit in money or kind from the Group save Trustee Indemnity Insurance, the premium for which may be paid for by the Group pursuant to rule 2.2(j);

(b) have a financial interest in the supply of goods or services to the Group; or

(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 National Executive Committee shall meet not less than three times per year.

6.9(2) At least fourteen days' notice of each meeting of the National Executive Committee 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 National Executive Committee 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 National Executive Committee shall approve the minutes of the said Annual General Meeting.

6.10(1) The quorum of the National Executive Committee 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 National Executive Committee, shall have a second or casting vote.

6.11 The National Executive Committee may at its discretion by resolution appoint any of its members to discharge specific responsibilities and designate them by appropriate titles. Any member so appointed shall continue to discharge that responsibility until the next Annual General Meeting of the Group, or until he or she resigns from the National Executive Committee or until the National Executive Committee resolves otherwise, whichever occurs first.

6.12 Any member of staff employed by the Group shall attend, and may speak at, meetings of the National Executive Committee and, where appropriate, of its advisory committees if this is a term of employment.

6.13 Where a member of the National Executive Committee fails without reasonable excuse to attend more than two consecutive meetings the National Executive Committee 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 National Executive Committee 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 National Executive Committee (which may include reports from individual Officers or members) and such other reports as the National Executive Committee may deem appropriate;
 - (c) to determine the number of members to be elected to the National Executive Committee and consider any recommendations from the National Executive Committee as to eligibility for election;
 - (d) to elect the Officers and the elected members of the National Executive Committee;
 - (e) to appoint the Auditor or Independent Examiner;
 - (f) to consider any recommendation from the National Executive Committee relating to the appointment of the President or of the Patrons;
 - (g) to consider and if thought appropriate to confirm any decision of the National Executive Committee relating to subscription rates; and
 - (h) to transact such other business as the National Executive Committee may determine or as shall have been notified to the 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 6.5, shall be submitted in writing to the 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 rule 6.5.
- 7.1(4) The President may be invited by the Chairman to preside at all or part of the Annual General Meeting.
- 7.2(1) An Extraordinary General Meeting of the Group may be held at any time at the discretion of the National Executive Committee.
- 7.2(2) An Extraordinary General Meeting of the Group shall be held upon the receipt by the 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 National Executive Committee, and shall be applied only in pursuance of the Objects and Powers of the Group.
- 8.2(1) The National Executive Committee shall hold one or more 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 shall be:
- (a) Up to four members of the National Executive Committee as nominated by the National Executive Committee; and
 - (b) Up to two employees or volunteers as nominated by the National Executive Committee.
- 8.2(3) Cheques signed by those authorized pursuant to rule 8.2(2)(b) above shall be subject to upper limits as may be determined from time to time by the National Executive Committee.
- 8.2(4) All cheques must be signed by two authorized signatories, one of whom must be a member of the National Executive Committee.
- 8.2(5) The National Executive Committee may invest the Group's funds in such authorised charitable investments as it considers appropriate.
- 8.3 The Group's financial year shall end on 31 December. Audited or examined accounts shall be presented to the National Executive Committee as soon as possible thereafter, circulated to members together with the notice calling the Annual General Meeting, and thereafter tabled at the Annual General Meeting for approval.

9. PROPERTY

- 9.1 The National Executive Committee 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 National Executive Committee 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 National Executive Committee, 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 National Executive Committee may make regulations to govern the constitution and activities of local branches. 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 National Executive Committee and shall be transferred to the National Executive Committee 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 National Executive Committee.

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 National Executive Committee 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 National Executive Committee 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 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.