

CONSTITUTION

OBJECTS AND RULES OF FRIENDS OF BRIGHTON AND HOVE HOSPITALS

1. The name of the Society is "FRIENDS OF BRIGHTON AND HOVE HOSPITALS".
2. In these Rules.....
 - (A) the expression "the Friends" means the Association constituted by these Rules;
 - (B) the expression "the Board" means the Board for the time being of the Charity as hereinafter constituted;
 - (C) the expression "the Administrator" means the Administrator for the time being of the Friends;
 - (D) the expression "these Rules" includes any amendment or alteration thereof for the time being in force;
 - (E) the expression "the Members" means the Members of the charity;
 - (F) the expression "the Trustees" means those people who serve on the Board, including the Officers of the Board.
3. **OBJECTS**

The objects of the Friends are as follows:

 - 3.1 To encourage, foster and maintain the interest of the public in the patients and staff and to support the work of the N.H.S. Trusts serving the communities of Brighton, Hove and Newhaven (hereinafter referred to as "the NHS Trusts") by means of voluntary service.
 - 3.2 To raise and collect funds and to apply them by supplementing in such manner as the Friends thinks fit the resources available to the NHS Trusts from public funds.
 - 3.3 To recruit and assist in the recruitment of voluntary workers in and for the Friends and to provide a link between the NHS Trusts and the communities which they serve.
 - 3.4 To co-operate with all other bodies for the benefit of the hospitals and community services.
 - 3.5 To co-operate with other Friends of hospitals and other similar bodies.
 - 3.6 To do all things as are incidental or conducive to the attainment of the above objects or any of them.
4. **MEMBERSHIP**

Admission to membership shall be at the discretion of the Board.
5. **SUBSCRIPTIONS AND DONATIONS**
 - 5.1 There shall be a minimum annual membership subscription, which shall be fixed from time to time by the Board.
 - 5.1.1 All those regularly volunteering for the charity, including Trustees, shall be deemed to be Members. Their time given as a volunteer may be accepted in lieu of the membership subscription.
 - 5.2 Members may allocate to the benefit of an individual Hospital or NHS Trust, if they so desire, any portion of their subscription in excess of the minimum so fixed.

- 5.3 Donations and legacies may also be allocated to the benefit of individual Hospitals or NHS Trusts.

6. OFFICERS AND BOARD

- 6.1 There shall be a Board and the business of the Friends shall be conducted and managed by the Board who may exercise all such powers of the Charity and so 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.
- 6.2 The Officers of the Friends shall consist of a Chairman, Vice-Chairman and Honorary Treasurer who shall be elected annually at the Annual General Meeting of Members. All Officers shall be eligible for re-election.
- 6.3 The Board shall consist of the Officers of the Friends and up to 12 others who shall be elected for a three year term at the Annual General Meeting. The Officers and the others on the Board shall comprise the Trustees of the charity. All Board members shall be eligible for re-election.
- 6.3.1 Trustees Elect may attend meetings, but will not formally become a Trustee or have voting powers until elected at an Annual General Meeting.
- 6.4 The Board may form such other Committees and delegate such powers thereto as it shall think fit.
- 6.5 The Board 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. The Chairman and/or Administrator may at any time summon a meeting of the Board. At least four meetings of the Board shall be held in each calendar year. The Administrator on the requisition of 5 members shall at any time summon a meeting of the Board.
- 6.6 The quorum necessary for the transaction of the business of the Board may from time to time be fixed by the Board and unless so fixed shall be five.
- 6.7 The Committees (other than the Board) may elect Chairmen of their meetings and the provisions of Sub-Rule (5) of this rule (except as to the number of meetings) inclusive shall apply *mutates mutandis* to any Committee.
- 6.8 The Board may elect any eligible member of the Friends or any other appropriate person to be a member of the Board to fill any vacancy to hold office until the conclusion of the Annual General Meeting next following.
- 6.9 All acts done by any meeting of the Board or of any Committee or by any person acting as a member of the Board or of any 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.

7. GENERAL MEETINGS

- 7.1 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.
- 7.2 The Board may at any time call an Extraordinary General Meeting and must do so if so requested in writing by not less than 20 members of the Friends.
- 7.3 The Administrator shall give at least 14 clear days' notice in writing of General Meetings and the purpose thereof to all members entitled to receive notices of meetings. In accordance with the Communications Appendix below, this notice may be given electronically.

- 7.4 At a General Meeting each member shall have one vote. Voting shall be by showing of hands only unless a ballot is demanded by not less than 8 members present.
- 7.5 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 second or casting vote.
- 7.6 No vote may be cast by proxy.
- 7.7 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. 8 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 time appointed for the meeting the members present shall be a quorum.

8. ACCOUNTS

There shall be prepared annually and laid before the Friends in General Meeting either an audited statement of accounts or an independent examination of accounts. The accounts will include a report of the Friends' activities.

The Board shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to :-

- 1. The keeping of accounting records for the charity.
- 2. The preparation of annual statements of account for the charity.
- 3. The auditing or independent examination of the statements of account of the charity; and
- 4. The transmission of the statements of account of the charity to the Charity Commission.

9. CESSATION OF MEMBERSHIP

If the subscription of any member shall be in arrear and unpaid for a period exceeding eleven calendar months after due reminder the Honorary Treasurer or Administrator shall give him notice in writing that unless he pays his arrears within fourteen days he will be deemed to have resigned.

10. NOTICES

If a member has given to the Administrator an address within the British Isles for the giving of notices to him he shall be entitled to receive notices of all meetings of the Friends. When appropriate, the Administrator will use electronic communications in accordance with the Communications Appendix below.

11. PROPERTY

- 11.1 The moneys and property of the Friends not immediately required for the purposes of the Friends may be held by or vested in such person or persons as the Board may from time to time determine, and the Board 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.
- 11.2 Cheques drawn on behalf of the Friends shall be signed by such person or persons as the Board may from time to time direct.

12. REMUNERATION

All Officers shall be honorary. The Board may appoint, employ and pay an Administrator and such staff as they may think fit. They may appoint (and may pay proper remuneration to) Auditor(s), if appropriate.

13. AMENDMENT TO RULES

The Friends 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 notices 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 7.3 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 Board or of any meeting of the Friends shall be invalidated by reason only of informality or neglect in any service of notices or in any matter or matters of procedure, unless in the opinion of the Board such informality or neglect has resulted or may result in a situation which is unjust.

The Old Chapel, 37 St. George's Road, Brighton, East Sussex, BN2 1ED.

Signed.....

Date: 4th June 2019

Signed by Glynn Jones, Chairman on behalf of the Board

COMMUNICATIONS APPENDIX

- (i) Any member or charity trustee of the Friends may communicate electronically with the Administrator to an address specified by the Friends for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Administrator.
- (ii) Any member or charity trustee of the Friends, by providing the Administrator with his or her email address or similar, is taken to have agreed to receive communications from the Administrator in electronic form at that address, unless the member has indicated to the Administrator his or her unwillingness to receive such communications in that form.
- (iii) The charity trustees must:
 - (i) take reasonable steps to ensure that members and charity trustees are promptly notified of Friends meetings which they are eligible to attend;
 - (ii) send information about meetings in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.