

# CONSTITUTION

## OBJECTS AND RULES OF THE FRIENDS OF BRIGHTON AND HOVE HOSPITALS

### 1. CHARITY NAME:

The name of the charity is "Friends of Brighton and Hove Hospitals".

### 2. DEFINITIONS:

In these rules:

- a. The expression "the Friends" means the charity constituted by these rules
- b. The expression "the Board" means the Board of Trustees for the time being of the charity as hereby constituted
- c. The expression "these rules" includes any amendments or alteration thereof for the time being in force
- d. The expression "the members" means the members of this charity
- e. The expression "the Trustees" means those people who serve on the Board, including 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 NHS 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 think 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 charitable 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

- 4.1 Anyone donating monies, attending events or otherwise contributing to the Friends are invited to be members.

4.2 Admission to membership shall be at the discretion of the Board.

## 5. OFFICERS AND BOARD MEMBERS

5.1 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 required to achieve the objectives of the Friends, save those required by these rules to be exercised by the members at the AGM.

5.2 The Officers of the Friends shall consist of a Chair, Vice-Chair(s) and Honorary Treasurer, who shall be elected annually at the AGM of members. All Officers shall be eligible for re-election.

5.3 The Board shall consist of the Officers of the Friends and up to twelve others, who shall be elected for a three-year term at the AGM. The Officers and the others on the Boards shall comprise the Trustees of the charity. All Board members shall be eligible for re-election.

Trustees elect may attend meetings but will not formally become a Trustee or have voting powers until elected at an AGM.

5.4 The Board may form such other committees and delegate such powers thereto as it shall think fit.

5.5 The Board may meet together for the despatch of business, adjourn and otherwise regulate meetings as they think fit. Questions arising at any meeting shall be decided by a majority vote. In the case of an equality of votes, the Chair shall have the casting vote. The Chair or any Officer of the Friends may at any time summon a meeting of the Board. At least four meetings of the Board shall be held in each calendar year.

5.6 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.

5.7 The committees (other than the Board) may elect Chair of their meetings and the provisions of sub-rule 5 of this rule (except as to the number of meetings) shall apply *mutates mutandis* to any committee.

5.8 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 AGM next following.

5.9 All acts done by any meeting 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.

## 6. GENERAL MEETINGS

6.1 An AGM of the Friends shall be held in each calendar year and at a date not later than fifteen months after the last AGM.

6.2 The charity shall give at least fourteen clear days' notice in writing of an AGM and the purpose thereof to all members entitled to receive notices of meetings. In accordance with the communications policy below, this notice may be given electronically.

#### 6.2.1 Communications Policy:

- a. Any member or Trustee of the Friends may communicate electronically with the Office of the Friends, to an address specified by the Friends for that purpose.
- b. Any member or Trustee of the Friends, by providing the Office of the Friends with his/her email address or similar, is taken to have agreed to receive communications from the Friends in electronic form at that address, unless the member has indicated to the charity his/her unwillingness to receive such communications in that form.
- c. The Trustees must take reasonable steps to ensure that members and Trustees are promptly notified of Friends' meetings which they are eligible to attend
- d. The Trustees must also ensure that information about meetings in hard copy form is sent to any member or Trustee who has not consented to receive communications in electronic form.

6.3 At the AGM each member shall have one vote.

6.4 The Chair's decision on any procedural point of order shall be considered to be final.

6.5 No vote may be cast by proxy.

6.6 No business shall be transacted at the AGM unless a quorum of members is present at the the time when the meeting proceeds to business. 8 members personally present shall be a quorum.

### 7. ACCOUNTS

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

7.2 The Board shall comply with their obligations under the Charities Act 2022 (or any statutory re-enactment or modification of that Act) with regard to:

- a. The keeping of accounting records for the charity
- b. The preparation of annual statements of account for the charity
- c. The auditing or independent examination of the statements of account of the charity
- d. The transmission of the statements of account of the charity to the Charity Commission

The Board may appoint and remunerate an independent examiner or auditor as it sees fit.

### 8. PROPERTY

8.1 The monies and property of the Friends not immediately required for the purposes of the Friends may be held by or vested in such institutions the Board may from time to time determine.

8.2 Procedures for making payments on behalf of the Friends shall be agreed by the Board under the direction of the Honorary Treasurer.

9. REMUNERATION

All officers and Trustees shall be honorary. The Board may appoint, employ and pay such staff as they think fit.

10. AMENDMENT TO RULES

The Friends may by a majority of the Board, add to or delete all or any of the objects of the Friends and alter the rules and constitution, provided that no alteration of the objects shall be made which would authorise the application of the property of the Friends for objects which are not charitable.

11. 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.

Friends of Brighton and Hove Hospitals, The Old Chapel, 37 St George's Road, Brighton, BN2 1ED

Signed: 

Chris Rendel  
Chair  
October 2022