

Constitution of the Friends of York Hospitals (FoYH) -
Registered Charity Number 500474

This Constitution replaces all previous Friends of York Hospitals Constitutions.

The Friends of York Hospitals (FoYH) undertakes, in connection with the York Hospital, and any other hospitals in the group that:

1. FoYH Administration

FoYH and its property will be administered and managed in accordance with the provisions of this Constitution.

2. FoYH Object

The FoYH Object is to preserve and protect the health of patients of the York Hospitals by providing and assisting in the provision of facilities, support services and equipment not normally provided by the statutory authorities.

In furtherance of this Object but not otherwise the charity has the following powers:

- a) Providing committed, caring volunteers who help NHS staff meet the needs of patients
- b) Buying equipment or services for the benefit of patients that may not be readily available to be funded by the NHS Trust.
- c) Raising funds and receiving contributions from persons or organisations by way of subscription, covenant, donation, legacy or otherwise.

3. Application of income and property

- a) The income and property of FoYH shall be applied solely towards the promotion of the Object.
- b) A FoYH trustee may benefit from trustee indemnity insurance cover purchased at FoYH's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- c) None of the income or property of FoYH may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of FoYH. This does not prevent a member from receiving reasonable and proper remuneration for any goods or services supplied to FoYH.

4. Trustee Powers:

- a) For the purpose of dealing with the business of FoYH in order to further the Object (but not for any other purpose), the trustees shall have the following powers:
- To raise funds, invite and receive contributions from any persons or organisations by way of subscription, covenant, donation or otherwise. The trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
 - To employ staff where necessary to fully administer FoYH
 - To take out insurance to cover FoYH authorised collectors in the process of their collections and also for general insurance needs for FoYH.
 - To co-operate with the York NHS Trust, other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
 - To sell, lease or otherwise dispose of all property being bequeathed by way of legacy or donation to FoYH. In exercising this power, the trustees must comply as appropriate with sections 177-122 of the Charities Act 2012;
 - To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Object;
 - To obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
 - To open and operate such bank, portfolio or other accounts as the trustees consider necessary. The Trustees have the right to invest the funds or to delegate the management of funds in the same manner and are subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - To do all such other lawful things as are necessary for the achievement of the Object.
- b) No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

- c) Any meeting of the trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

5. Membership of FoYH:

- a) To be a member of FoYH an individual must be over sixteen and be any or all of the following:
- An active volunteer acting on behalf of FoYH in the York Hospital and associated hospitals
 - A FoYH Committee member
 - A subscription paying individual.
- b) The FoYH Committee has the right to refuse membership to any individual.
- c) The FoYH Committee will inform the applicant in writing of the reasons for the refusal within twenty one days of the decision.
- d) The FoYH Committee will consider any written representations the applicant may make about the decision. The FoYH Committee's decision following any written representations will be notified to the applicant in writing and shall be final.
- e) Any member of FoYH must always keep the organisation informed of changes of name or address.
- f) The Trustees shall keep Membership Records in line with Data Protection laws under the control of the FoYH Secretary and the office Administrator.
- g) Membership is non-transferable.

6. Running of FoYH:

The FoYH Committee members deal with the management of the organisation. FoYH Committee members are elected at the AGM and are the trustees of FoYH and in this Constitution are together called the 'trustees' and 'FoYH Committee'.

Details of FoYH Committee:

- a) The minimum number of FoYH Committee members is six and the maximum is twelve.

- b) The office bearers on the FoYH Committee shall consist of a minimum of a Chairperson, Treasurer and Secretary.
- c) Other Trustee roles are discretionary according to the needs of the FoYH Committee, including the role of a President.
- d) A President may be appointed to represent FoYH at public and private meetings and events. The President shall be a person who has made a longstanding contribution to the Object of FoYH.
- e) The FoYH Committee may delegate its powers to sub-committees or to individual trustees as necessary. Such sub-committees (e.g. Team Leader Meetings or Fund Raising Sub Committees) are responsible for reporting to the Chairperson of FoYH.
- f) All trustees are subject to re-election after a period of three years.
- g) Trustee vacancies on the FoYH Committee will be advertised externally and applicants will be required to attend a recruitment panel. The President role is exempted from this external recruitment process.
- h) No trustee can serve for more than three consecutive terms i.e. nine years from the date of this amended Constitution. The requirement to serve no more than three consecutive terms can be overridden by a unanimous decision of the FoYH Committee.
- i) A trustee may not appoint anyone to act on his or her behalf at meetings of the FoYH Committee.
- j) The FoYH Committee can employ staff at their discretion according to the Powers of this Constitution but employed members of staff are not eligible for membership of FoYH. They may attend Committee meetings at the invitation of the Chairperson but do not have voting rights.
- k) A trustee must:
 - Declare the nature and extent of any interest, direct or indirect, which he or she has or may have in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared;

- Be absented from any discussions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

l) Any trustee absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the trustees on the matter.

m) FoYH Committee meetings;

- The FoYH Committee shall meet a minimum of 10 times per year.
- The FoYH meetings will be called by the Committee Secretary and a quorum of five FoYH Committee members are required for decisions to be taken. If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or calling a general meeting.
- If the FoYH Committee is divided on an issue and a vote needs to be taken then the decision will be taken on a majority of votes, with the Chairperson having the casting vote in the event of an equal vote.
- A resolution in writing signed by all the trustees entitled to receive notice of a meeting of the trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting or the FoYH Committee or (as the case may be) a sub-committee of the trustees duly convened and held.
- The FoYH Committee can decide to co-opt a member or individual to come on to the FoYH Committee at their discretion. The co-opted person will become an honorary member of the Committee without voting rights until fully elected at an AGM.

n) Annual General Meetings (AGMs);

FoYH shall have an Annual General Meeting not more than fifteen months after the previous Annual General Meeting.

The business of the AGM shall be as follows:

- Minutes of previous AGM to be agreed as a correct record and amended if necessary
- Matters Arising
- Chairperson's Report
- Treasurer's Report
- Election and removal of trustees
- Fundraising events for year ahead
- Appointment of Auditors for year ahead
- Any Other Business including member's questions.

o) Special General Meetings (SGMs);

The FoYH Committee must call a Special General Meeting if requested to do so in writing by at least half of the members. The request must state the nature of the business that is to be discussed. If the FoYH Committee fails to hold the meeting within twenty eight days of the request, the members may proceed to call a SGM but in doing so they must comply with the provisions of this Constitution.

The FoYH Committee may call a Special General Meeting at any time.

7. FoYH Quorum for General Meetings

The quorum for General Meetings including Annual General Meetings of FOYH is fifteen members.

If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as trustees shall determine.

The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.

If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

8. FoYH Notices

- a) The minimum period of notice required to hold any General Meeting of FoYH is 21 clear days from the date on which the notice is deemed to have been given.
- b) A General Meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- c) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- d) The notice must be given to all the members and to the trustees.
- e) Any notice required by this Constitution to be given to or by any person must be:
 - In writing; or
 - Given using electronic communications.
- f) FoYH may give any notice to a member either:
 - Personally; or
 - By sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - By leaving it at the address of the member; or
 - By giving it using electronic communications to the member's address.
- g) A member present in person at any meeting of FoYH shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- h) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- i) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that notice was given.

- j) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

9. FoYH Votes

- a) Each member at a meeting of FoYH shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- b) A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

10. FoYH Accounts or Annual Report;

- a) The Treasurer of FoYH shall prepare initial accounts in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.
- b) The initial accounts shall be sent onto an Auditor for independent examination and such Auditor shall be a Certified Chartered Accountant and the AGM must agree each year the Auditor for the year ahead.
- c) The year end is 31st March each year and a copy of the Accounts on Committee Reports will be presented and discussed at the AGM.
- d) All monies raised are accountable by a Trustee from the FoYH Committee; monies need to be checked and banked at the earliest possible opportunity.
- e) All monies raised will go towards furthering the Object of FoYH as discussed in this Constitution.
- f) The Treasurer of FoYH must keep up-to-date financial records and make financial reports for the rest of the FoYH Committee.
- g) The FoYH Bank account has any two trustees to sign cheques although Bill payments can solely be made by the Chairperson or Treasurer.
- h) A full Audit of the FoYH Accounts is required a minimum of every 10 years.

- i) The trustees must comply with their obligations under the Charities Act 2011 with regard to:
- The keeping of accounting records for the charity;
 - The preparation of annual statements of account for the charity;
 - The transmission of the statement of account to the Charities Commission;
 - The preparation of an Annual Report and its transmission to the Charities Commission;
 - The preparation of an Annual Return and its transmission to the Charities Commission.
 - The trustees must notify the Charities Commission promptly of any changes to the charity's entry of the Central Register of Charities.

11. Termination of FoYH Membership

Membership of FoYH is terminated if:

- a) Membership was gained through active service as a volunteer, and the person no longer volunteers for FoYH and has not become a subscription-paying member;
- b) The member dies or, if it is an organisation, ceases to exist;
- c) The member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- d) Any sum due from the member to the charity is not paid in full within 12 months of it falling due;
- e) The member is removed from membership of FoYH by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - The member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;

- The member or, at the option of the member, their representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

12. Disqualification and removal of FoYH Trustees

A trustee shall cease to hold office if he or she:

- Is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- Ceases to be a member of the charity;
- At a meeting of the FoYH Committee called on not less than seven days' notice at the request of at least two trustees when not less than 60% of the trustees of the FoYH present at the meeting shall vote in favour of the removal;
- Resigns as a trustee by notice to FoYH (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- Is absent without permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

13. Amendment of FoYH Constitution

a) FoYH may amend any provision contained in this Constitution provided that:

- Any resolution to amend this Constitution is passed by not less than two thirds of the members present and voting at a General Meeting;
- No amendment may be made to alter the Object if the change would undermine or work against the previous Object of FoYH;
- No amendment may be made that would have the effect of making FoYH cease to be a charity at law.

b) A copy of any resolution amending this Constitution shall be sent to the Commission within twenty one days of it being passed.

14. Dissolution of FoYH

- a) If the members resolve to dissolve FoYH the trustees will remain in office as charity trustees and be responsible for winding up the affairs of FoYH in accordance with this clause.
- b) The trustees must collect in all the assets of the FoYH and must pay or make provision for all the liabilities of FoYH.
- c) The trustees must apply any remaining property or money:
 - Directly for the Object;
 - By transfer to any charity or charities for purposes the same as or similar to FoYH;
 - In such other manner as the Charities Commission for England and Wales may approve in writing in advance.
- d) The members may pass a resolution before or at the same time as the resolution to dissolve FoYH specifying the manner in which the trustees are to apply the remaining property or assets of FoYH and the trustees must comply with the resolution if it is consistent with clause c) above.
- e) In no circumstances shall the net assets of FoYH be paid to or distributed among the members of FoYH (except to a member that is itself a charity).
- f) The trustees must notify the Charities Commission promptly that FoYH has been dissolved. If the trustees are obliged to send the FoYH accounts to the Charities Commission for the accounting period which ended before its dissolution, they must send the Charities Commission the FoYH final accounts.

The above amended FoYH Constitution has been adopted by FoYH at the Annual General Meeting held on the date below. A minimum of two current FoYH Committee members can sign this document as confirmation that the two thirds majority of FoYH members have been received at the meeting concerned.

Signed on behalf of all Friends of York Hospitals Members:

Chairperson.....

Honorary Secretary.....

Date of Annual General Meeting: 14th September 2017.