

CONSTITUTION OF THE
LEAGUE OF FRIENDS OF THE HASLEMERE & DISTRICT HOSPITAL

1. The name of the Society is The League of Friends of the Haslemere and District Hospital (the 'League') which is a charity registered in England and Wales (charity number 200656).

OBJECTS

2. The objects ('Objects') of the League are as follows: -

- (i) To mobilise, encourage, foster and maintain the interest of the public in the wellbeing of the patients and to the support of the work of the Haslemere and District Hospital ('the Hospital') by means of voluntary service.
- (ii) To maintain the relations and association between voluntary bodies and the Hospital; and to provide opportunity for such voluntary bodies to continue their activities for the benefit of the Hospital.
- (iii) To provide funds for the purpose of either supplementing, in such manner as the League thinks fit, the resources of the Hospital and services provided there, or of putting such funds, or any part thereof, at the disposal of the operators of the Hospital from time to time or whosoever provides service out of the Hospital to supplement such resources.
- (iv) To assist in the recruitment of voluntary workers in and for the Hospital.
- (v) To provide a link between the Hospital and the community which it serves.
- (vi) To do all such other things as are incidental or conducive to the attainment of the above Objects or any of them.

MEMBERSHIP

3. The subscribers to those rules and such other persons as the Committee shall admit to Membership shall be members of the League ('member' or 'members'). If a member has not paid a subscription for 3 years they shall no longer be a member.

SUBSCRIPTIONS

4. There shall be an annual minimum of £5 payable on the 1st April in each year, or such other amount as is determined in an Annual General Meeting.

OFFICERS AND COMMITTEE

- 5.
- (i) There shall be a Committee and the business of the League shall be conducted and managed by the Committee who may exercise all such powers of the League and do on behalf of the League all such acts as may be exercised and done by the League and as are not by those rules required to be exercised or done by the League in General Meeting. The income, property and any other assets of the League shall be applied solely towards the promotion of the Objects.
 - (ii) The Committee shall consist of the Officers - Chair, Hon. Secretary and Hon. Treasurer - and of not less than 2 others but shall not be subject to any maximum.
 - (iii) At each Annual General Meeting one third of the members for the time being of the Committee, or if their number is not three or a multiple of three, then the nearest to one-third, shall retire from office and may offer themselves for re-election.

- (iv) The members of the Committee to retire in each year shall be those who have been longest in office since their last election, but as between persons who became members of the Committee on the same day to those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (v) The Committee shall elect a Chair to be Chair of the meetings of the Committee, and at any meeting of the Committee at which the Chair is not present they may elect one of their number to be Chair of that meeting in his place.
- (vi) The Chair, Hon. Treasurer and Hon. Secretary shall be elected at the annual meeting for a term of 3 years (with 1 Officer being up for re-election each year) and shall be eligible for re-election.
- (vii) The Committee may elect any member of the League to be a member of the Committee to fill any vacancy to hold office until the conclusion of the Annual General Meeting then next following.
- (viii) The Committee 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 any equality of votes, the Chair shall have a second or casting vote. Any member of the Committee may, and the Secretary on the requisition of a member shall, at any time summon a meeting of the Committee. At least three meetings of the Committee shall be held in each calendar year.
- (ix) The quorum necessary for the transaction of the business of the Committee, may from time to time be fixed by the Committee, and unless so fixed shall be five.
- (x) The Committee may delegate any of their powers to an executive committee consisting of such members of their body as they think fit, with full power to act on their behalf.

GENERAL MEETINGS

- 6. (i) An Annual General Meeting of the League shall be held in each calendar year and at a date not later than fifteen months after the last Annual General Meeting. The Chair of the meeting shall be the Chair of the Committee or in their absence then the members present shall elect a Chair from amongst themselves.
- (ii) The Committee 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 League.
- (iii) The Hon. Secretary shall give at least 14 clear days' notice in the local press of General Meetings and the purpose thereof, such notice to be in whatever format the Committee may decide from time to time (a 'Notice')."
- (iv) 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 5 members present.
- (v) The Chair's direction as to how a ballot is to be taken, their declaration as to the result of any voting and their 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 Chair shall have a casting vote.
- (vi) A vote may be cast by proxy subject to the terms of the Addendum to the constitution.
- (vii) No business shall be transacted at any General Meeting of the League unless a quorum of members is present at the time when the meeting proceeds to business. 10 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 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.

(viii) If the League offers the facility (and it is not bound so to do) any member may attend any meeting of the League - committee, AGM or otherwise - by live video link or other electronic means.

MINUTES

7. The Hon. Secretary to the Committee or his nominee must keep minutes of all appointments of Officers and other Committee members; proceedings at meetings of the League; meetings of the Committee and sub-committees including the names of the Officers and Committee members present at the meeting, the decisions made at the meetings and, where appropriate, the reasons for the decisions.

ACCOUNTS

8. The Committee must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts and to the preparation and submission of annual reports and returns. Subject to that duty the Committee shall adopt such processes and protocols for the security, management and operation of the League's finances as it shall from time to time decide.

PRESIDENT

9. To reflect particular service to the League or the Hospital the members may at an Annual General Meeting appoint a President whose term shall be for 3 years from appointment. The President's role is non-executive (but he or she may be a Committee member duly appointed but is not required to be so), in which role he or she may be invited to attend and speak at meetings of the Committee for the purpose so giving advice and guidance but without any vote. The President will deliver a report at the end of the Presidential term as to the health and progress of the League and thoughts for the future. A President shall retain the full rights and duties of a member if one. No further President may be appointed during the term save in the case of a vacancy arising for any reason.

AMENDMENT OF CONSTITUTION

10. The League 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 any or any of the Objects of the League and alter the rules and constitution, provided that notice of intention to propose such alteration, addition or deletion and the details thereof are served upon each member as for a Notice, and provided also that no alteration in the Objects may be made which would authorise the application of the property of the League for objects which are not charitable.

CONFLICTS OF INTEREST and OTHER MATTERS

11. (i) Any committee member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the League or in

any transaction or arrangement entered into by the League which has not been previously disclosed.

(ii) A committee member must absent themselves from any discussions of the Committee in which it is possible that a conflict will arise between their duty to act solely in the interests of the League and any personal interest.

(iii) A committee member is entitled to be reimbursed from the property of the League or may pay out of such property reasonable expenses properly incurred when acting on behalf of the League.

(iv) Any Committee member may benefit from Trustee indemnity insurance cover purchased at the Leagues' expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

DISSOLUTION

12. (i) If the members resolve to dissolve the League the Committee will remain in office as charity Trustees and be responsible for winding up the affairs of the League in accordance with this clause.

(ii) The Committee must collect in all the assets of the League and must pay or make provision for all the liabilities of the League. The Committee must apply any remaining property or money either directly for the Objects or by transfer to any charity or charities for purposes the same as or similar to the League. The Committee must notify the Commission promptly that the League has been dissolved.

(iii) In no circumstances shall the net assets of the League be paid to or distributed among the members of the League.

INFORMALITIES

13. No action or decision of the Committee or any meeting of the League 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 Committee such informality or neglect has resulted or may result in a situation which is unjust.

Approved on 6/10/2021

Addendum

A member may appoint a proxy to vote at any meeting of the League subject to the following conditions being met:

A Proxy Notice

- 1** A proxy may only validly be appointed by a notice in writing (a “proxy notice”) which
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Committee may determine; and
 - (d) is delivered to the Hon. Secretary of the League before the commencement of any relevant meeting of the League.
- 2** The Committee may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 3** Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 4** Unless a proxy notice indicates otherwise, it must be treated as—
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 5** A proxy need not be a member of the league

B Delivery of proxy notices

- 1** A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the League by or on behalf of that member.
- 2** An appointment under a proxy notice may be revoked by delivering to the League a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
- 3** A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 4** If a proxy notice is not executed by the member appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.