

DRAFT CONSTITUTION

of

BRAIN TUMOUR ACTION

(Draft approved on 20th. February, 2018)

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Name

1. The name of the association is "Brain Tumour Action".

Objects

2. The association's objects are:
 - (a) To provide support for persons suffering from brain tumours, and their families
 - (b) To advance the education of the public and healthcare professionals on the subject of brain tumours.
 - (c) To encourage brain tumour research.

Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the association shall have the following powers:

Activities

- (a) To further any of the above objects the association may
 - (i) Relieve the need, hardship and distress of the families and friends of people suffering from brain tumours.
 - (ii) Arrange and provide for, or join in arranging and providing for, the holding of support groups, meetings, lectures, classes, seminars and training courses.
 - (iii) Collect, disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas.
 - (iv) Procure to be written and print, publish, issue and circulate, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other media as shall further the above objects.
 - (v) Undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Association.

- (vi) To carry on any other activities which further any of the above objects.

Finance

- (b) To purchase, take on lease, hire, or otherwise acquire, any property or rights and privileges which are suitable for the association's activities.
- (c) Make regulations for any property which may be so acquired.
- (d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
- (e) To sell, let, hire out, license, mortgage or otherwise dispose of, all or any part of the property and rights of the association.
- (f) To borrow money, and to give security in support of any such borrowings by the association.
- (g) To employ such staff as are considered appropriate for the proper conduct of the association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (h) To engage such consultants and advisers as are considered appropriate from time to time.
- (i) To effect insurance of all kinds (which may include officers' liability insurance).
- (j) To invest any funds which are not immediately required for the association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (k) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.
- (l) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

Co-operation

- (m) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the association's objects.
- (n) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the association's objects.
- (o) To form any company which is a charity with similar objects to those of the association, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the association's assets and undertaking.

General

- (p) Do all such other lawful things as are necessary for the attainment of the said objects.

General structure

- 4. The structure of the association shall consist of:
 - (a) the MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the management committee and take decisions in relation to changes to the constitution itself
 - (b) the MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the association; in particular, the management committee is responsible for monitoring the financial position of the association.

Qualifications for membership

- 5. The membership of the Association shall be open to all persons who have, or have had, a form of brain tumour, or who have had relatives or friends with a brain tumour or who are interested in actively furthering the objects of the Association.
- 6. An employee of the association shall not be eligible for membership; a person who becomes an employee of the association after admission to membership shall automatically cease to be a member.

Application for membership

- 7. Any person who wishes to become a member must sign, and lodge with the association, a written application for membership.
- 8. The management committee may, at its discretion, refuse to admit any person to membership.
- 9. The management committee shall consider each application for membership at the first management committee meeting which is held after receipt of the application; the management committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.

Membership subscription

- 10. No membership subscription shall be payable.

Register of members

- 11. The management committee shall maintain and review a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

12. Any person who wishes to withdraw from membership shall sign, and lodge their intention with the association, giving one month's written notice to that effect; on receipt of the notice by the association he/she shall cease to be a member. Confirmation of cessation of membership will be confirmed by the management committee within four weeks of its receipt.

Expulsion from membership

13. Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), providing the following procedures have been observed:
 - (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
 - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

General meetings (meetings of members)

14. The management committee shall convene an annual general meeting in each year; not more than 15 months shall elapse between one annual general meeting and the next.
15. The business of each annual general meeting shall include:
 - (a) a report by the chair on the activities of the association
 - (b) consideration of the annual accounts of the association
 - (c) the election/re-election of members of the management committee, as referred to in clause 34.
16. The management committee may convene an extraordinary general meeting (EGM) at any time.

Notice of general meetings

17. At least 14 clear days' Notice must be given (in accordance with clause 70) of any annual general meeting or special general meeting; the Notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.
18. The reference to "clear days" in clause 17 shall be taken to mean that, in calculating the period of Notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
19. Notice of every general meeting shall be given (in accordance with clause 70) to all the members of the association, and to all the members of the management committee.

Procedure at general meetings

20. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be five, or one tenth of the membership, whichever shall be greater, these being persons entitled to vote, each being a member or a proxy for a member.
21. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
22. The chair of the association shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.
23. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
24. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.
25. A member who wishes to appoint a proxy to vote on his/her behalf at any meeting must lodge with the association, no later than seventy two hours prior to the time when the meeting commences, a written proxy form, signed by him/her.
26. A proxy need not be a member of the association.
27. A member shall not be entitled to appoint more than one proxy to attend the same meeting.
28. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting.
29. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons present at the meeting and entitled to vote, whether as members or as proxies for members); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
30. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

31. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote

Maximum number of management committee members

32. The maximum number of members of the management committee shall be twelve; out of that, no more than four shall be members of the management committee who were co-opted under the provisions of clauses 37 and 38.

Eligibility

33. A person shall not be eligible for election/appointment to the management committee unless he/she is a member of the association.

Election, retiral, re-election

34. At each annual general meeting, the members may (subject to clause 32) elect any member to be a member of the management committee. Members who have retired under clause 36 will, if they wish, be nominated by the chairperson. Notice in writing of any other nominations, proposed and seconded by members, must be received by the association seven days prior to the meeting.
35. The management committee may at any time appoint any member to be a member of the management committee (subject to clause 32).
36. At each annual general meeting, all of the members of the management committee elected/appointed under clauses 34 and 35 shall retire from office – but shall then be eligible for re-election.

Appointment/re-appointment of co-opted management committee members

37. In addition to their powers under clause 35, the management committee may at any time appoint any non-member of the association who is not an employee of the association to be a member of the management committee (subject to clause 32) either on the basis that he/she has been nominated by a body with which the association has close contact in the course of its activities or on the basis that he/she has specialist experience and/or skills which could be of assistance to the management committee.
38. At each annual general meeting, all of the members of the management committee appointed under clause 37 shall retire from office – but shall then be eligible for re-appointment under clause 37.

Termination of office

39. Further to the provisions of clauses 36 and 38, a member of the management committee shall automatically vacate office if:
 - (a) he/she becomes debarred under any statutory provision from being a charity trustee

- (b) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
- (c) (in the case of a member of the management committee elected/appointed under clauses 34, 35 and 36) he/she ceases to be a member of the association
- (d) he/she becomes an employee of the association
- (e) he/she resigns office by written notice to the association
- (f) he/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve, in the absence of an acceptable explanation, to remove him/her from office.

Register of management committee members

- 40. The management committee shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.

Office Bearers

- 41. The management committee members shall elect from among themselves a chair, a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate.
- 42. All of the office bearers shall cease to hold office when the chairperson announces the retiral of management committee members. The meeting will then call upon the former chairperson to continue to chair the meeting and to proceed with re-election/election of management committee members and other business of the meeting.
- 43. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the management committee or if he/she resigns from that office in writing giving twenty one days notice of their intention to the association.

Powers of management committee

- 44. Except as otherwise provided in this constitution, the association and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the association.
- 45. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.
- 46. The members of the management committee other than the co-opted members shall be the trustees of the association.

Personal interests

47. A member of the management committee who has a personal interest in any transaction or other arrangement which the association is proposing to enter into, must declare that interest at a meeting of the management committee; he/she will be debarred (in terms of clause 59) from voting on the question of whether or not the association should enter into that transaction or arrangement.
48. For the purposes of clause 47, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/her **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
49. Provided
 - (a) he/she has declared his/her interest
 - (b) he/she has not voted on the question of whether or not the association should enter into the relevant arrangement and
 - (c) the requirements of clause 51 are complied with,a member of the management committee will not be debarred from entering into an arrangement with the association in which he/she has a personal interest (or is deemed to have a personal interest under clause 48) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
50. No member of the management committee may serve as an employee (full time or part time) of the association, and no member of the management committee may be given any remuneration by the association for carrying out his/her duties as a member of the management committee.
51. Where a management committee member provides services to the association or might benefit from any remuneration paid to a connected party for such services, then
 - (a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
 - (b) the management committee members must be satisfied that it would be in the interests of the association to enter into the arrangement (taking account of that maximum amount)
 - (c) less than half of the management committee members must be receiving remuneration from the association (or benefit from remuneration of that nature).
52. The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the management committee, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at management committee meetings

53. Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.
54. Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
55. No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be three.
56. If at any time the number of management committee members in office falls below the number fixed as the quorum, the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
57. Unless he/she is unwilling to do so, the chair of the association shall preside as chairperson at every management committee meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the management committee members present shall elect from among themselves the person who will act as chairperson of the meeting.
58. The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the management committee; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.
59. A management committee member shall not vote at a management committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the association; he/she must withdraw from the meeting while an item of that nature is being dealt with.
60. For the purposes of clause 59, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/her **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

Conduct of members of the management committee

61. Each of the members of the management committee shall, in exercising his/her functions as a member of the management committee of the association, act in the interests of the association; and, in particular, must
 - (a) seek, in good faith, to ensure that the association acts in a manner which is in accordance with its objects (as set out in this constitution)

- (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
- (c) in circumstances giving rise to the possibility of a conflict of interest of interest between the association and any other party
 - (i) put the interests of the association before that of the other party.
 - (ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the association and refrain from participating in any discussions or decisions involving the other members of the management committee with regard to the matter in question
- (d) ensure that the association complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees

- 62. The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other persons (if any) as the management committee may determine; they may also delegate to the chair of the association (or the holder of any other post) such of their powers as they may consider appropriate.
- 63. Any delegation of powers under clause 62 may be made subject to such conditions as the management committee may impose and may be revoked or altered.
- 64. The rules of procedure for any sub-committee shall be as prescribed by the management committee.

Operation of accounts and holding of property

- 65. The signatures of two out of three signatories appointed by the management committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the association; at least one out of the two signatures must be the signature of a member of the management committee.
- 66. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the chair, treasurer and secretary of the association (and their successors in office) or in name of a nominee company holding such property in trust for the association; any person or body in whose name the association's property is held shall act in accordance with the directions issued from time to time by the management committee.

Minutes

67. The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting. The minutes shall be retained indefinitely.

Accounting records and annual accounts

68. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
69. The management committee shall prepare annual accounts, complying with all relevant statutory requirements. The accounts shall be subject to external scrutiny in line with the relevant requirements of legislation.

Notices

70. Any Notice in clauses 17, 18 and 19 which requires to be given to a member under this constitution shall be in writing; such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the association.

Dissolution

71. If the management committee determines that it is necessary or appropriate that the association be dissolved, it shall convene an EGM of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
72. If a proposal by the management committee to dissolve the association is confirmed by a two-thirds majority of those present and voting at the EGM convened under clause 71, the management committee shall have power to dispose of any assets held by or on behalf of the association - and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other charity or charities having objects similar to those of the association; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the association at, or prior to, the time of dissolution.
73. For the avoidance of doubt, no part of the income or property of the association shall (otherwise than in pursuance of the association's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the association's existence or on dissolution.

Alterations to the constitution

74. Subject to clause 75, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 17, 18 and 19.
75. No amendment to clauses 3, 50, 72 or 73 of the constitution may be made if the effect would be that the association would cease to be a charity.

Interpretation

76. For the purposes of this constitution,
 - (a) the expression “charity” shall mean a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 96 of the Charities Act 1993
 - (b) the expression “charitable purpose” shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
77. Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

Members of the Management Committee

78. The members of the management committee approved this draft constitution on 20th February 2018.

Janice McClure	Chair
Lynne Barty	Secretary
Jennifer Law	Treasurer
Alice MacGregor	Committee Member
Irene Hopkins	Committee Member
David Taylor	Committee Member
Eilidh McClure	Committee Member
Ian Gossip	Committee Member
Shona Gossip	Committee Member