

# CHARITABLE INCORPORATED ORGANISATION

## CONSTITUTION

of

### PAEDIATRIC CRITICAL CARE SOCIETY

22<sup>nd</sup> November 2019 (last amended)

#### **1. Name**

- 1.1 The name of the Charitable Incorporated Organisation is the Paediatric Critical Care Society (the “Society”).

#### **2. National location of principal office**

- 2.1 The Society must have a principal office in England or Wales. The principal office of the Society is in England.

#### **3. Objects**

- 3.1 The object of the Society is to advance and promote the care and safety of critically ill infants and children, and in particular,
- 3.1.1 the advancement and promotion of those branches of medical science concerned with critical care of infants and children; and
  - 3.1.2 the promotion of study and research into critical care of infants and children and the publication of the useful result of such study and research.

#### **4. Powers**

- 4.1 The Society has the power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Society's powers include power to:
- 4.1.1 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Society must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
  - 4.1.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - 4.1.3 sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Society must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
  - 4.1.4 employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate a Trustee only

to the extent that it is permitted to do so by clause 6 (Benefits and payments to Trustees and Connected Persons) and provided it complies with the conditions of that clause;

- 4.1.5 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Society to be held in the name of a nominee, in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;
- 4.1.6 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment, any buildings and any other premises or structures or land;
- 4.1.7 give or receive guarantees or indemnities;
- 4.1.8 promote, fund and provide training and education of healthcare professionals and members of the public;
- 4.1.9 increase awareness of safe patient care amongst healthcare and other professionals and the public;
- 4.1.10 develop, provide or maintain, or procure the development, provision or maintenance of, equipment and other facilities;
- 4.1.11 promote or undertake study or research and disseminate the results of such research;
- 4.1.12 establish, form, promote, conduct and maintain public exhibitions and displays of an educational nature;
- 4.1.13 establish and maintain for the public benefit, buildings, libraries and collections of books, films, sound recordings, exhibits, replicas and other material and afford facilities for the use of the same;
- 4.1.14 develop, publish and disseminate standards and advice relating to critical care in any medium;
- 4.1.15 promote co-operation and communication between persons in all parts of the world engaged in care of the critically ill;
- 4.1.16 enter into contracts to provide services to or on behalf of other bodies;
- 4.1.17 co-operate with other bodies and health care providers in furtherance of the objects;
- 4.1.18 provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind including cause to be written circulated and published periodicals, journals, books, papers, abstracts, pamphlets, posters and other documents and films, videos, recorded tapes and communications in any medium and promote, arrange, organise, and conduct conference, meetings, discussions, seminars, and the reading of learned papers;
- 4.1.19 to make social investments in pursuance of the Objects by any means;

- 4.1.20 promote and advertise the Society's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;
- 4.1.21 invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves; and to accumulate expendable endowment;
- 4.1.22 undertake any charitable trust;
- 4.1.23 make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- 4.1.24 establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Society or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- 4.1.25 transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Society not required for the purpose of the Society in furtherance of the Society's Objects;
- 4.1.26 establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- 4.1.27 transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- 4.1.28 open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;
- 4.1.29 accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;
- 4.1.30 co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- 4.1.31 insure any risks arising from the Society's activities;
- 4.1.32 take such steps as may be required for the purpose of procuring contributions to the funds of the Society by way of subscriptions, donations, devises, bequests, grants or otherwise, provided that in raising funds the Society shall not undertake any taxable trading activities the profits of which are liable to tax;
- 4.1.33 apply for, purchase or otherwise acquire and hold or use any patents, copyrights, trade marks, design rights, database rights and other intellectual property rights, licences, concessions and the like, conferring

any right to use or publish any information, and to use, exercise, develop or grant licences in respect of the property, rights or information so acquired

4.1.34 Indemnity insurance:

- (a) To purchase indemnity insurance out of the funds of the Society to indemnify any of the Trustees against any personal liability in respect of:
  - (i) any breach of trust or breach of duty committed by them in their capacity as Trustees or Trustees for the Society;
  - (ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Society or of any body corporate carrying on any activities on behalf of the Society; and
  - (iii) any liability to make contributions to the assets of the Society in accordance with section 214 of the Insolvency Act 1986.
- (b) Subject to clause 4.1.34(d) below, any insurance in the case of 4.1.34(a)(i) or 4.1.34(a)(ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:
  - (i) any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
  - (ii) any liability incurred by a Trustee in defending any criminal proceedings in which he is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him; and
  - (iii) any liability incurred by a Trustee to the Society that arises out of any conduct which he knew (or must reasonably be assumed to have known) was not in the interests of the Society or in the case of which he did not care whether it was in the best interests of the Society or not.
- (c) Subject to clause 4.1.34(d) below any insurance in the case of 4.1.34(a)(iii) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his knowledge prior to the insolvent liquidation of the Society (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Society would avoid going into insolvent liquidation; and
- (d) To purchase out of the funds of the Society any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time.

4.1.35 pay all the expenses and costs of establishing the Society.

**5. Application of income and property**

- 5.1 The income and property of the Society must be applied solely towards the promotion of the objects.
- 5.2 A Trustee, employee, or member of a committee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Society.
- 5.3 A Trustee may benefit from Trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.3.1 Payment of allowances to employers of members of Council for the purposes of enabling members of Council to perform their functions as a member of Council or of a committee of Council is permitted.
- 5.4 None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Society. This does not prevent a Member receiving:
- 5.4.1 a benefit from the Society as a beneficiary of the Society;
- 5.4.2 reasonable and proper remuneration for any goods or services supplied to the Society (subject to clause 6 below in regard to Trustees).
- 5.5 Nothing in clause 5.4 shall prevent a Trustee or Connected Person receiving any benefit or payment which is authorised by Clause 6 or by the Charity Commission ("Commission").

## **6. Benefits and payments to Trustees and Connected Persons**

### **6.1 Scope and powers permitting Trustees' or Connected Persons' benefits**

- 6.1.1 A Trustee or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- 6.1.2 Subject to clause 6.2 a Trustee or Connected Person may provide the Society with goods that are not supplied in connection with services provided to the Society by the Trustee or Connected Person.
- 6.1.3 A Trustee or Connected Person may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 6.1.4 A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Society. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 6.1.5 A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.

## **6.2 Payment for supply of goods only - controls**

6.2.1 The Society and its Trustees may only rely upon the authority provided by clause 6.1.2 above if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the Society and the Trustee or Connected Person supplying the goods (the "supplier").
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other Trustees are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or Connected Person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or it with regard to the supply of goods to the Society.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- (f) The reason for their decision is recorded by the Trustees in the minute book.
- (g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

6.3 In clauses 6.1 and 6.2 above:

6.3.1 "the Society" includes any company in which the Society:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more directors to the board of the company.

6.4 For the avoidance of doubt the provisions within clauses 5 and 6 do not include payment to a Trustee for a contract of employment unless such contract of employment is first authorised by the Charity Commission.

## **7. Conflicts of interest and conflicts of loyalty**

7.1 A Trustee must:

7.1.1 declare the nature and extent of any interest, direct or indirect, which he/she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared; and

7.1.2 absent him/herself from any discussions of the Trustees in which it is possible that a conflict of interest will arise between his duty to act solely in the interests of the Society and any personal interest (including but not limited to any financial interest).

7.2 Any Trustee absenting him/herself 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.

## **8. Liability of Members to contribute to the assets of the Society if it is wound up**

8.1 If the Society is wound up, the Members of the Society have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## **9. Membership of the Society**

### **9.1 Admission of new Members**

#### 9.1.1 Eligibility

- (a) Membership of the Society is open to any individual who is interested in furthering its purposes, falls into one of the classes below and who, by applying for Membership, has indicated his/her agreement to become a Member and acceptance of the duty of Members set out in clause 9.4.
- (b) A Member must fall within one of the following classes of Membership:
  - (i) Doctor Members elected from medical practitioners not in a training post involved in paediatric critical care work in the United Kingdom;
  - (ii) Overseas Members elected from medical practitioners involved in paediatric critical care work outside the United Kingdom;
  - (iii) Doctor in Training Members elected from medical practitioners involved in paediatric critical care work in the United Kingdom;
  - (iv) Retired Members elected from those Members who have retired from active practice;
  - (v) Distinguished Members elected by Council upon the recommendation of local peers;
  - (vi) Honorary Members elected by Council from those persons who have contributed in an exceptional degree to paediatric critical care work;
  - (vii) Nurse Members elected from nurses involved in paediatric critical care work;

- (viii) Allied Healthcare Professional Members elected from allied healthcare professionals involved in paediatric critical care work;

collectively referred to as the “Members”.

9.1.2 In addition to their rights under the Constitution, each class of Member shall have such privileges as determined by Council from time to time.

## **9.2 Admission procedure**

9.2.1 The Trustees:

- (a) may require applications for Membership to be made in any reasonable way that they decide and as maybe set out in the Regulations;
- (b) shall, if they approve an application for Membership, notify the applicant of their decision within 21 days;
- (c) may refuse an application for Membership if they believe that it is in the best interests of the Society for them to do so;
- (d) shall, if they decide to refuse an application for Membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (e) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for Membership shall be final.

9.2.2 The Trustees may delegate the power to admit Members.

## **9.3 Transfer of Membership**

9.3.1 Membership of the Society cannot be transferred to anyone else.

## **9.4 Duty of Members**

9.4.1 It is the duty of each Member of the Society to exercise his/her powers as a Member of the Society in the way he/she decides in good faith would be most likely to further the purposes of the Society.

## **9.5 Termination of Membership**

9.5.1 Membership of the Society comes to an end if:

- (a) the Member dies; or
- (b) the Member sends a notice of resignation to the Trustees In Writing to the principal office; or
- (c) a Member has not paid any sum of money owed to the Society within two months of becoming a Member;



- (d) any sum of money owed by the Member to the Society is not paid in full within three months of its falling due; or
- (e) he/she is erased or suspended from the register of the Regulatory Body with which he/she is registered (and he/she does not remain registered with another Regulatory Body) EXCEPT THAT if his/her application for voluntary erasure is accepted by his Regulatory Body he/she shall only cease to be a Member if Council so resolves; or
- (f) the Trustees decide that it is in the best interests of the Society that the Member in question should be removed from Membership, and pass a resolution to that effect but the Trustees must have given written notice to the Member of such resolution.

9.5.2 Before the Trustees take any decision to remove someone from Membership of the Society they must:

- (a) inform the Member of the reasons why it is proposed to remove him/her from Membership;
- (b) give the Member at least 21 Clear Days notice in which to make representations to the Trustees as to why he/she should not be removed from Membership;
- (c) at a duly constituted meeting of the Council, consider whether or not the Member should be removed from Membership;
- (d) consider at that meeting any representations which the Member makes as to why the Member should not be removed; and
- (e) allow the Member, or the Member's representative, to make those representations in person at that meeting, if the Member so chooses.

## **9.6 Associate (non-voting) membership**

9.6.1 The Trustees may create associate or other classes of non-voting membership (where members may be individuals or organisations), and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.

9.6.2 Other references in this Constitution to “Members” and “Membership” do not apply to non-voting members, and non-voting members do not qualify as Members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

## **9.7 Membership Subscriptions**

9.7.1 The Trustees may require Members to pay reasonable Membership subscriptions to the Society.

9.7.2 The subscriptions for the different categories of Membership shall be such sums (if any) as shall be approved by the Council and shall be payable in advance and due on the date or dates prescribed by the Council. The Council may approve different rates within each class of Members or for

different classes of Members. The Council may at its discretion remit or waive the whole or part of the subscription for special reasons in any particular case.

- 9.7.3 A person, upon becoming a Member, who is required to pay a subscription, shall not be deemed to have become a Member or be entitled to exercise any of the rights of Membership until he/she shall have paid in full the amount of his/her annual subscription payable on election as a new Member.
- 9.7.4 A Member, who is in arrears with his subscription, shall not be entitled to exercise any voting rights and shall have his/her other privileges of Membership suspended.
- 9.7.5 A Member shall remain liable to pay to the Society all subscriptions due up to the date on which he/she ceased to be a Member.
- 9.7.6 Where any Member has ceased to be a Member under clauses 9.5.1 (b) to (a) he/she shall not be reinstated as a Member unless he/she pays all subscriptions due up to the date on which he/she ceased to be a Member.

## **10. Members' decisions**

### **10.1 General provisions**

- 10.1.1 Except for those decisions that must be taken in a particular way as indicated in clause 10.5 below, decisions of the Members of the Society may be taken either by vote at a general meeting as provided in clause 10.2 or by written resolution as provided in clause 10.3.

### **10.2 Taking ordinary decisions by vote**

- 10.2.1 Subject to clause 10.5 below, any decision of the Members of the Society may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes).

### **10.3 Taking ordinary decisions by written resolution without a general meeting**

- 10.3.1 Subject to clause 10.5, a resolution In Writing agreed by a simple majority of all the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
  - (a) a copy of the proposed resolution has been sent to all the Members eligible to vote; and
  - (b) a simple majority of Members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a Member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the Society has specified.
- 10.3.2 The resolution In Writing may comprise several copies to which one or more Members has signified their agreement.

10.3.3 Eligibility to vote on the resolution is limited to Members who are Members of the Society on the date when the proposal is first circulated in accordance with paragraph (a) above.

#### **10.4 Members Power to Request Resolutions**

10.4.1 Not less than 10% of the Members of the Society may request the Trustees to make a proposal for decision by the members.

10.4.2 The Trustees must within 21 days of receiving such a request comply with it if:

- (a) the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
- (b) the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the Members; and
- (c) effect can lawfully be given to the proposal if it is so agreed.

10.4.3 Clauses 10.3.1 to 10.3.3 apply to a proposal made at the request of Members.

#### **10.5 Decisions that must be taken in a particular way**

10.5.1 Any decision by the Members to remove a Trustee must be taken in accordance with clause 18.2.

10.5.2 Any decision to amend this Constitution must be taken in accordance with clause 31 of this Constitution (Amendment of Constitution).

10.5.3 Any decision to wind up or dissolve the Society must be taken in accordance with clause 32 of this Constitution (Voluntary winding up or dissolution).

10.5.4 Any decision to amalgamate or transfer the undertaking of the Society to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

### **11. General meetings of members**

#### **11.1 Types of general meeting**

11.1.1 There may but need not be an annual general meeting (AGM) of the members of the Society.

11.1.2 Other general meetings of the members of the Society may be held at any time.

11.1.3 All general meetings must be held in accordance with the provisions below.

#### **11.2 Calling general meetings**

11.2.1 The Trustees:

- (a) must call the annual general meeting of the Members of the Society in accordance with clause 11.1.1, and identify it as such in the notice of the meeting; and
  - (b) may call any other general meeting of the Members at any time.
- 11.2.2 The Trustees must, within 21 days, call a general meeting of the Members of the Society if:
  - (a) they receive a request to do so from at least 10% of the Members of the Society; and
  - (b) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the Member(s) making the request.
  - (c) at the time of any such request, there has not been any general meeting of the Members of the Society for more than 12 months, then clause 11.2.2(a) shall have effect as if 5% were substituted for 10%.
- 11.2.3 Any request made under clause 11.2.2. may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- 11.2.4 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- 11.2.5 Any general meeting called by the Trustees at the request of the Members of the Society must be held within 28 days from the date on which it is called.
- 11.2.6 If the Trustees fail to comply with the obligation to call a general meeting at the request of its Members, then the Members who requested the meeting may themselves call a general meeting.
- 11.2.7 A general meeting called by the Members must be held not more than 3 months after the date when the Members first requested the meeting.
- 11.2.8 The Society must reimburse any reasonable expenses incurred by the Members calling a general meeting by reason of the failure of the Trustees to duly call the meeting, but the Society shall be entitled to be indemnified by the Trustees who were responsible for such failure.

### **11.3 Notice of general meetings**

- 11.3.1 The Trustees, or, as the case may be, the relevant Members of the Society, must give at least 14 Clear Days notice of any (annual) general meeting to all of the Members, and to any Trustee of the Society who is not a Member.
- 11.3.2 If it is agreed by not less than 90% of all Members of the Society, any resolution may be proposed and passed at any (annual) general meeting even though the requirements of clause 11.3.1 have not been met. This sub-clause does not apply where a specified period of notice is strictly

required by another clause in this Constitution, by the Charities Act 2011 or by the General Regulations.

11.3.3 The notice of any (annual) general meeting must:

- (a) state the time and date of the meeting;
- (b) give the address at which the meeting is to take place;
- (c) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- (d) if a proposal to alter the Constitution is to be considered at the meeting, include the text of the proposed alteration;
- (e) include, with the notice for an AGM (where one is called), any documentation that is referred to, or where allowed under clause 25 (Use of electronic communication), details of where the information may be found on the Society's website.

11.3.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given.

11.3.5 Notice shall be deemed to be given 48 hours after it was posted or sent in paper or 24 hours after it was sent electronically.

11.3.6 The proceedings of a meeting shall not be invalidated because a Member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Society.

#### **11.4 Chairing of general meetings**

11.4.1 The President, shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the Members of the Society who are present at a general meeting shall elect a chair to preside at the meeting.

#### **11.5 Quorum at general meetings**

11.5.1 No business may be transacted at any general meeting of the Members of the Society unless a quorum is present whether in person or by proxy when the meeting starts.

11.5.2 Subject to the following provisions, the quorum for general meetings shall be ten Members.

11.5.3 If the meeting has been called by or at the request of the Members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

11.5.4 If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the

meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the Society's Members at least seven Clear Days before the date on which it will resume.

11.5.5 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the Member or Members present at the meeting constitute a quorum.

11.5.6 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Trustees but may not make any decisions. If decisions are required which must be made by a meeting of the Members, the meeting must be adjourned.

## **11.6 Proxy voting**

11.6.1 Any Member of the Society may appoint another person as a proxy to exercise all or any of that Member's rights to attend, speak and vote at a general meeting of the Society. Proxies must 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 Society may determine; and
- (d) is delivered to the Society in accordance with the Constitution and any instructions contained in the notice of the general meeting to which they relate.

11.6.2 The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

11.6.3 Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

11.6.4 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.

11.6.5 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 Society by or on behalf of that Member.

- 11.6.6 An appointment under a proxy notice may be revoked by delivering to the Society a notice In Writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given.
- 11.6.7 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.
- 11.6.8 If a proxy notice is not signed or authenticated by the Member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that Member's behalf had authority to do so.

## **11.7 Voting at general meetings**

- 11.7.1 Any decision other than one falling within clause 10.5 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every Member has one vote.
- 11.7.2 A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a Poll is duly demanded. Subject to clause 11.7.3, a Poll may be demanded by the chair or by at least 10% of the Members present in person at the meeting.
- 11.7.3 A Poll may not be demanded on the election of a person to chair the meeting or on a question of adjournment. A Poll on any other matter shall be taken, and the result of the Poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the Poll must be taken, and the result of the Poll announced, within 30 days of the demand for the Poll.
- 11.7.4 A Poll may be taken:
  - (a) at the meeting at which it was demanded; or
  - (b) at some other time and place specified by the chair; or
  - (c) through the use of postal or electronic communications.
- 11.7.5 In the event of an equality of votes, whether on a show of hands or on a Poll, the chair of the meeting shall have a second, or casting vote.
- 11.7.6 The demand for a Poll may be withdrawn before the Poll is taken, but only with the consent of the chair. The withdrawal of a demand for a Poll shall not invalidate the result of a show of hands declared before the demand for the Poll was made.
- 11.7.7 Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

## **11.8 Adjournment of meetings**

- 11.8.1 The chair may at meeting at which a quorum is present adjourn the meeting to another time and/or place. No business may be transacted at

an adjourned meeting except business which could properly have been transacted at the original meeting.

- 11.8.2 When a General Meeting is adjourned for fourteen Clear Days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. If not adjourned for 14 clear days or more it shall not be necessary to give any such notice.

## **12. Postal Voting**

- 12.1 The Society shall elect Elected Member Trustees via by post or electronic mail ("email") or other electronic means as set out in Regulations.
- 12.2 Subject to clause 12.1 the Society may, if the Trustees so decide, allow the Members to vote by post or electronic mail ("email") to make a decision on any matter that is being decided at a general meeting of the Members as set out in Regulations.

## **13. Annual Members Meetings**

- 13.1 The Society shall hold an Annual Members Meeting in every calendar year that shall be called by the Council, and its proceedings conducted, in accordance with the Regulations.
- 13.2 All Members are entitled to attend and speak, but not vote, at Annual Members Meetings. No discussions held at Annual Members Meetings shall be binding on the Council or the Society.
- 13.3 For the avoidance of doubt, an Annual Members Meeting is not a general meeting under this Constitution and no resolution can be proposed thereat on a matter where a resolution of voting Members is required by or provided for in this Constitution.

## **14. Trustees**

### **14.1 Functions and duties of Trustees**

- 14.1.1 The Trustees shall manage the affairs of the Society and may for that purpose exercise all the powers of the Society. The Trustees comprise the Council of the Society.
- 14.1.2 It is the duty of each Trustee:
- (a) to exercise his/her powers and to perform his/her functions as a Trustee of the Society in the way he/she decides in good faith would be most likely to further the purposes of the Society; and
  - (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
    - (i) any special knowledge or experience that he/she has or holds him/herself out as having; and
    - (ii) if he/she acts as a Trustee of the Society in the course of a business or profession, to any special knowledge or experience



that it is reasonable to expect of a person acting in the course of that kind of business or profession.

## **14.2 Eligibility for Trusteeship**

- 14.2.1 Every Trustee must be a natural person.
- 14.2.2 Every Trustee must be a Member of the Society.
- 14.2.3 No one may be appointed as a Trustee:
  - (a) if he/she would automatically cease to hold office under the provisions of clause 18.1.9.
- 14.2.4 No one is entitled to act as a Trustee whether on appointment or on any re-appointment until he/she has expressly acknowledged, in whatever way the Trustees decide, his/her acceptance of the office of Trustee.

## **14.3 Number of Trustees**

- 14.3.1 There must be at least five Trustees. If the number falls below this minimum, the remaining Trustee or Trustees may act only to call a meeting of the Trustees to organise the calling of a general meeting and/or arrange for election of Trustees, or appoint a new Trustee.

## **14.4 Trustee Positions**

- 14.4.1 The Council shall consist of:
  - (a) President;
  - (b) President Elect;
  - (c) Immediate Past President;
  - (d) Two Vice Presidents (as defined in Regulations);
  - (e) Honorary Treasurer;
  - (f) Honorary Secretary;collectively referred to as the “**Officers**”, and
  - (g) at least four Members, who shall be a Doctor Member;
  - (h) at least two Members, who shall be a Doctor in Training Member;
  - (i) at least four Members who shall be a Nurse or Allied Healthcare Professional Member;collectively referred to as the “**Elected Members**”.

## **14.5 First Trustees**

- 14.5.1 The first Trustees (and their positions) of the Society are as listed below and they shall retire from office at the end of the Annual Members Meeting in the year specified next to their name:
- (a) Peter Wilson, President, 2016;
  - (b) Jeffrey Perring, Honorary Secretary, 2016;
  - (c) Oliver Bagshaw, Treasurer 2016.
- 14.5.2 Persons who were trustees of Paediatric Intensive Care Society (an unincorporated charity number 1146515) shall become Trustees of the Society from the date the Society is registered as a charity.

## **15. Appointment and Election and Terms of Office of Trustees**

### **15.1 Appointment of Officers**

- 15.1.1 The Officers, apart from the Immediate Past President, shall be appointed by the Council. A person is not eligible for nomination for appointment as President or for a first term of office as Honorary Treasurer or Honorary Secretary or as a Vice President unless at the time of nomination he is a Member of Council.
- 15.1.2 The procedures for the nomination and appointment of the relevant Officers in clause 14.4 shall be defined in the Regulations.
- 15.1.3 The President shall be appointed one year in advance of taking his/her office and during that year shall automatically hold office as the President Elect.
- 15.1.4 Save for the first President listed in clause 14.5.1, the President shall hold office for a term of three years, at the end of which he/she shall retire, not be eligible for re-appointment to that office and shall hold the office of Immediate Past President for one year.
- 15.1.5 A Vice President shall hold office for a term of one year, at the end of which he/she shall retire and be eligible for re-appointment to that office for up to two further consecutive terms of one year.
- 15.1.6 Each of the Honorary Treasurer and Honorary Secretary shall hold office for a term of one year, at the end of which he/she shall retire and be eligible for re-appointment to that office for up to two further consecutive terms of one year. In exceptional circumstances Council may choose to extend the period of office of the Honorary Treasurer and Honorary Secretary by up to one year.
- 15.1.7 For the purposes of clause 15.1 a term of office take effect from the close of the Annual Members Meeting that they are appointed and a "year" shall mean the period between the end of one Annual Members Meeting and the end of the next Annual Members Meeting.
- 15.1.8 For the purposes of calculating how many years a person has served as a Trustee and when positions become up for appointment under this clause 15.1, account shall be taken of any time served by a Trustee when the Society was operating as an unincorporated charity.

## **15.2 Election of Elected Members**

- 15.2.1 The eligibility criteria and the procedure for the nomination and election (which will be electronic ballot) of the Elected Members of Council shall be defined in the Regulations.
- 15.2.2 An Elected Member shall hold office for a term of three years from the date of his/her election, at the end of which he/she shall retire, and be eligible for re- election for one further consecutive term of three years. After that he/she shall not be eligible for re-election until three years have elapsed.
- 15.2.3 For the purposes of clause 15.2 a term of office takes effect from the close of the Annual Members Meeting that they are elected and a “year” shall mean the period between the end of one Annual Members Meeting and the end of the next Annual Members Meeting.
- 15.2.4 For the purposes of calculating how many years a person has served as a Trustee and when positions come up for election under this clause 15.2, account shall be taken of any time served by a Trustee when the Society was operating as an unincorporated charity.

## **16. Filling Trustee Vacancies**

- 16.1 Notwithstanding the term in office specified at clause 15.2.2 a Doctor in Training Member of Council who ceases to be a Doctor in Training Member due to becoming a Doctor Member shall hold office only until the next Annual Members Meeting.
- 16.2 The Council may at any time fill any vacancies that arises for any reason in Elected Member positions as follows:
  - 16.2.1 appoint a Doctor Member to fill a vacancy in a Doctor Member of Council;
  - 16.2.2 appoint Doctor in Training Member to fill a vacancy in a Doctor in Training Member of Council; and
  - 16.2.3 appoint a Nurse or Allied Healthcare Professional Member to fill a vacancy in a Nurse or Allied Healthcare Professional Member of Council
- 16.3 Any person appointed under clause 16.2 shall hold office until the next Annual Members Meeting. Time in office to fill a vacancy does not count towards time in office under clause 15.2.
- 16.4 If the office of President becomes vacant, the President Elect shall serve as President, until the next Annual Members Meeting. Time in office to fill a vacancy does not count towards time in office under clause 15.1.4.
- 16.5 If the President Elect declares him/herself unwillingness to fill a vacancy under clause 15.4. the Immediate Past President shall serve as President, until the next Annual General Meeting.
- 16.6 If the Immediate Past President declares him/herself unwilling to serve as President, the Council may appoint any member of Council as President until the next Annual General Meeting. If this results in the office of Vice President, Honorary Secretary or Honorary Treasurer becoming vacant, the Council may appoint a member of Council to fill the vacancy in such office, and any person so appointed shall hold office until the next Annual Members Meeting when he/she shall be

eligible to stand for election.

16.7 Where relevant, a person filling a vacancy, can at the end of that one year vacancy term return to their original Trustee position and complete the full term for that Trustee position.

16.8 If for whatever reason a vacancy is not filled this does not constitute a breach of clause 14.4 and vacant Council positions shall be open for appointment or election, the result to be announced at the next Annual Members Meeting.

## **17. Information for new Trustees**

17.1 The Trustees will make available to each new Trustee, on or before his/her first appointment:

17.1.1 a copy of this Constitution and any amendments made to it; and

17.1.2 a copy of the Society 's latest Trustees' annual report and statement of accounts.

## **18. Removal of Trustees**

18.1 A Trustee ceases to hold office if he:

18.1.1 Retires by notifying the Society In Writing (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

18.1.2 is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his/her office be vacated;

18.1.3 dies;

18.1.4 in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;

18.1.5 is removed by the Members of the Society in accordance with clause 18.1.2;

18.1.6 is removed by a resolution of the Trustees. The Trustees may remove a Trustee under this clause 18.1.6, by a resolution being passed by a simple majority of the other Trustees present and voting at a meeting of the Trustees and that prior to such a meeting the Trustee in question has been given written notice (of at least 7 Clear Days) of the intention to propose such a resolution at the meeting; or

18.1.7 is directly or indirectly interested in any proposed transaction or arrangement with Society and fails to declare the nature of his/her interest as required by charity law and the Regulations.

18.1.8 is removed as Member of the Society;

- 18.1.9 is disqualified from acting as a Trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 18.2 A Trustee shall be removed from office if a resolution to remove that Trustee is proposed at a general meeting of the Members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a simple majority of votes cast at the meeting.
- 18.3 A resolution to remove a Trustee in accordance with clause 18.2 shall not take effect unless the individual concerned has been given at least 14 Clear Days' notice In Writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the Members of the Society.

## **19. Taking of decisions by Trustees**

- 19.1 Any decision may be taken either:
- 19.1.1 at a meeting of the Trustees; or
- 19.1.2 by resolution In Writing or electronic form agreed by all of the Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

## **20. Delegation by Trustees**

- 20.1 The Trustees may delegate any of their powers or functions or discretions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Trustees may at any time alter those terms and conditions, or revoke the delegation.
- 20.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Trustees, but is subject to the following requirements –
- 20.2.1 a committee may consist of two or more persons;
- 20.2.2 any Officer may sit on any committee established;
- 20.2.3 the acts and proceedings of any committee must be brought to the attention of the Trustees as a whole as soon as is reasonably practicable; and
- 20.2.4 the Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.
- 20.2.5 any such committees shall, in the exercise of powers so delegated, conform to terms of reference as may be agreed by the Council or any Regulations. All committees shall be governed by provisions of the Constitution for regulating their meetings so far as applicable and except where, any terms of reference or any Regulations otherwise provide.

## **21. Meetings and proceedings of Trustees**

21.1 Subject to the provisions of the Constitution, the Council may regulate their proceedings as they think fit.

## **21.2 Calling meetings**

21.2.1 The President or any two Trustees may call a meeting of the Council.

21.2.2 Subject to that, the Trustees shall decide how their meetings are to be called, and what notice is required.

## **21.3 Chairing of meetings**

21.3.1 The President shall serve as Chair of all Council. If at any meeting the President is unwilling to preside or is not present within 10 minutes after the time appointed for holding the meeting, the Council members present may appoint one of their members to chair the meeting.

## **21.4 Procedure at meetings**

21.4.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is five Trustees. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which he is not entitled to vote.

21.4.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.

21.4.3 In the case of an equality of votes, the chair shall have a second or casting vote.

21.4.4 The Council may act despite any vacancy on the Council, but if the number of Trustees falls below the quorum, it may act only to summon a general meeting of the Society or to appoint further Trustees.

## **21.5 Participation in meetings by electronic means**

21.5.1 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chair of the meeting then is.

21.5.2 Any Trustee participating at a meeting by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

21.5.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## **22. Patrons**

22.1 The Council may appoint or remove any person for such terms as they think fit as a Patron of the Society. Such posts are honorary only and carry no vote or other rights.

## **23. Saving provisions**

- 23.1 Subject to clause 23.2, all decisions of the Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- 23.1.1 who was disqualified from holding office;
  - 23.1.2 who had previously retired or who had been obliged by the Constitution to vacate office;
  - 23.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
  - 23.1.4 if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.
- 23.2 Clause 23.1 does not permit a Trustee to keep any benefit that may be conferred upon him/her by a resolution of the Trustees or of a committee of Trustees if, but for clause 23.1, the resolution would have been void, or if the Trustee has not complied with clause 7 (Conflicts of interest).

## **24. Execution of documents**

- 24.1 The Society shall execute documents by signature.
- 24.2 A document is validly executed by signature if it is signed by at least two of the Trustees.

## **25. Use of electronic communications**

### **25.1 General**

- 25.1.1 The Society will comply with the requirements of the Communications Provisions in the General Regulations (save for the alteration to the timings of notices specified in clause 11.3.5) and in particular:
- (a) the requirement to provide within 21 days to any Member on request a hard copy of any document or information sent to the Member otherwise than in hard copy form;
  - (b) any requirements to provide information to the Commission in a particular form or manner.

### **25.2 To the Society**

- 25.2.1 Any Member or Trustee of the Society may communicate electronically with the Society to an address specified by the Society for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Society.

### **25.3 By the Society**

- 25.3.1 Any Member or Trustee of the Society, by providing the Society with email address or similar, is taken to have agreed to receive communications from the Society in electronic form at that address, unless the Member has indicated to the Society his/her unwillingness to receive such communications in that form.

- 25.3.2 The Trustees may, subject to compliance with any legal requirements, by means of publication on its website:
- (a) provide the Members with the notice referred to in clause 11.3 (Notice of general meetings);
  - (b) give Trustees notice of their meetings in accordance with clause 20.2 (Calling meetings);
  - (c) submit any proposal to the Members or Trustees for decision by written resolution or postal vote in accordance with the Society's powers under clause 10 (Members' decisions), 10.3 (Decisions taken by resolution In Writing), or clause 12 (Postal voting).

25.3.3 Trustees must:

- (a) take reasonable steps to ensure that Members and Trustees are promptly notified of the publication of any such notice or proposal;
- (b) send any such notice or proposal in hard copy form to any Member or Trustee who has not consented to receive communications in electronic form.

## **26. Keeping of Registers**

26.1 The Society must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its Members and Trustees.

## **27. Minutes**

27.1 The Trustees must keep minutes of all:

27.1.1 appointments of officers made by the Trustees;

27.1.2 proceedings at general meetings of the Society;

27.1.3 meetings of the Trustees and committees of Trustees including:

- (a) the names of the Trustees present at the meeting;
- (b) the decisions made at the meetings; and
- (c) where appropriate the reasons for the decisions;

27.1.4 decisions made by the Trustees otherwise than in meetings.

## **28. Accounting records, accounts, annual reports and returns, register maintenance**

28.1 The Trustees 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 of annual reports and returns. The statements of accounts, reports and returns must be sent to the Commission, regardless of the income of the Society, within 10 months (or any other such period as is required by law) of the financial year end.



- 28.2 The Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the Society entered on the Central Register of Charities.
- 28.3 The accounting records of Society shall be kept at the Principal Office, or at such other place as the Council shall think fit, and shall always be open to inspection by Trustees.
- 28.4 No person (other than Trustee) shall have any rights of inspecting the accounting or other records of the Society except as conferred by statute or Regulations.

## **29. Regulations**

- 29.1 The Trustees may from time to time make such reasonable and proper Regulations as they may deem necessary or expedient for the proper conduct and management of the Society, but such Regulations must not be inconsistent with any provision of this Constitution. Copies of any such Regulations currently in force must be made available to any Member of the Society on request.

## **30. Disputes**

- 30.1 If a dispute arises between Members of the Society about the validity or propriety of anything done by the Members under this Constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **31. Amendment of Constitution**

- 31.1 As provided by clauses 224-227 of the Charities Act 2011:

31.1.1 This Constitution can only be amended:

- (a) by resolution agreed In Writing by all Members of the Society; or
- (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the Members of the Society.

- 31.2 Any alteration of clause 3 (Objects), clause 32 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or Members of the Society or persons connected with them, requires the prior written consent of the Commission.

- 31.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

- 31.4 A copy of any resolution altering the Constitution, together with a copy of the Society's Constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

## **32. Voluntary winding up or dissolution**

- 32.1 As provided by the Dissolution Regulations, the Society may be dissolved by resolution of its Members. Any decision by the Members to wind up or dissolve the Society can only be made:

- 32.1.1 at a general meeting of the Members of the Society called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
  - (a) by a resolution passed by a 75% majority of those voting, or
  - (b) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
- 32.1.2 by a resolution agreed In Writing by all Members of the Society.
- 32.2 Subject to the payment of all the Society 's debts:
  - 32.2.1 any resolution for the winding up of the Society, or for the dissolution of the Society without winding up, may contain a provision directing how any remaining assets of the Society shall be applied;
  - 32.2.2 if the resolution does not contain such a provision, the Trustees must decide how any remaining assets of the Society shall be applied;
  - 32.2.3 in either case the remaining assets must be applied for charitable purposes the same as or similar to those of the Society.
- 32.3 The Society must observe the requirements of the Dissolution Regulations in applying to the Commission for the Society to be removed from the Register of Charities, and in particular:
  - 32.3.1 the Trustees must send with their application to the Commission:
    - (a) a copy of the resolution passed by the Members of the Society;
    - (b) a declaration by the Trustees that any debts and other liabilities of the Society have been settled or otherwise provided for in full; and
    - (c) a statement by the Trustees setting out the way in which any property of the Society has been or is to be applied prior to its dissolution in accordance with this Constitution.
  - 32.3.2 the Trustees must ensure that a copy of the application is sent within 7 days to every Member and employee of the Society, and to any Trustee of the Society who was not privy to the application.
- 32.4 If the Society is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

### **33. Indemnity of Trustees**

- 33.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Member of the Council of Trustees or other officer may otherwise be entitled the Society may indemnify every Trustee or other officer out of the assets of the Society against all costs and liabilities incurred by him/her which relate to anything done or omitted or alleged to have been done or omitted by him/her as a Trustee or other officer save that no Trustee may be entitled to be indemnified:

- 33.1.1 for any liability incurred by him/her to the Society or any associated company of the Society;
  - 33.1.2 for any fine imposed in criminal proceedings;
  - 33.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
  - 33.1.4 for any liability which he/she has incurred in defending any criminal proceedings in which he/she is convicted and such conviction has become final; and
  - 33.1.5 for any liability which he/she has incurred in defending any civil proceedings brought by the Society or an associated company in which a final judgment has been given against him/her.
- 33.2 To the extent permitted by law from time to time, but without prejudice to any indemnity to which the Trustees or other officer may otherwise be entitled, the Society may provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by him/her in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him/her as a Trustee or officer, provided that he/she will be obliged to repay such amounts no later than:
- 33.2.1 in the event he/she is convicted in proceedings, the date when the conviction becomes final; or
  - 33.2.2 in the event of judgment being given against him/her in proceedings, the date when the judgment becomes final.

#### **34. Interpretation**

- 34.1 In this Constitution:
- 34.1.1 “**Clear Days**” means in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates
  - 34.1.2 “**Communications Provisions**” means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.
  - 34.1.3 “**Connected Person**” means:
    - (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
    - (b) the spouse or civil partner of the Trustee or of any person falling within clause 34.1.1(a) above;
    - (c) a person carrying on business in partnership with the Trustee or with any person falling within clause 34.1.1(a) or 34.1.1(b) above;
    - (d) an institution which is controlled -

- (i) by the Trustee or any Connected Person falling within clauses 34.1.3(a)(a), 34.1.3(b), or 34.1.3(c) above; or
  - (ii) by two or more persons falling within clause 34.1.3(d)(i), when taken together
- (e) a body corporate in which -
- (i) the Trustee or any Connected Person falling within clauses 34.1.3(a) to 34.1.3(c) has a substantial interest; or
  - (ii) two or more persons falling within 34.1.3(e)(i) who, when taken together, have a substantial interest.

- 34.2 **“Constitution”** means this Constitution
- 34.3 **“Council”** means the Council of Trustees of the Society, the members of which are the Trustees
- 34.4 **“Dissolution Regulations”** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
- 34.5 **“General Regulations”** means the Charitable Incorporated Organisations (General) Regulations 2012.
- 34.6 **“In Writing”** written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible).
- 34.7 **“Regulations”** means the regulations of the Society made by the Council pursuant to Clause 28 or any other Clause.
- 34.8 **“Regulatory Body”** means the General Medical Council, Nursing and Midwifery Council, Health Professions Council (or any statutory successor to any of the aforesaid) or any other statutory body which regulates the professional practice of Members in the United Kingdom or any equivalent body (whether statutory or not) which regulates the professional practice of Members outside the United Kingdom.
- 34.9 **“Trustee”** means a Trustee of the Society.
- 34.10 **“Poll”** means a counted vote or ballot, usually (but not necessarily) In Writing.
- 34.11 Words importing the singular number shall include the plural number, and vice versa; words importing the masculine gender shall include the feminine gender; and words importing persons shall include corporations.
- 34.12 Unless the context otherwise requires, words or expressions contained in this Association Constitution of the Society shall bear the same meaning as in the Charities Act or any statutory modification or re-enactment of the Charities Act in force at the date of the adoption of the Association Constitution of the Society.
- 34.13 Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Constitution.

34.14 Unless the context otherwise requires, all references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.