



CHARITY COMMISSION  
FOR ENGLAND AND WALES

# Constitution of a Charitable Incorporated Organisation with voting members other than its charity trustees

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JULY 2020

## **Constitution of a Charitable Incorporated Organisation with voting members other than its charity trustees**

### **(‘Association’ Model Constitution)**

Date of constitution (last amended):

1<sup>st</sup> September 2017

#### **1. Name**

The name of the Charitable Incorporated Organisation (“the CIO”) is British Limb Reconstruction Society – BLRS

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

The CIO must have a principal office in England or Wales. The principal office of the BLRS is in England, address below:

35-43 Lincoln's Inn Fields, London WC2A 3PE

#### **3. Object[s]**

The objects of the BLRS are

- To preserve and protect the physical health of patients requiring limb reconstruction for public benefit by
  - o Advancing limb reconstruction services in the NHS through research, audit, training and education.
  - o Promoting limb reconstruction techniques to all Orthopaedic and Plastic Surgical trainees, Limb Reconstruction Surgeons (LRSs) and Allied Health Professionals (AHPs) in United Kingdom.
  - o Raising awareness of new techniques in the treatment of patients of all ages with complex limb problems including children with congenital (inborn) limb deformities and deficiencies, bone infections, limb shortening and deformities, non-healing fractures etc.
  - o Aiding with such other purposes which may be charitable according to the laws of England and Wales and related to the acquisition of knowledge and skills in limb reconstruction as seen fit by the Trustees.
  - o Creating a greater awareness of new techniques in the treatment of patients of all ages with complex limb problems including children with congenital (inborn) limb deformities and deficiencies, bone infections, limb shortening and deformities, non-healing fractures etc.

- o Making grants and awards to surgeons and AHPs in recognition of achievements or for pursuit of advancements in Limb
- o To aid such purposes which may be charitable according to the laws of England and Wales and related to the acquisition of knowledge and skills in limb reconstruction as seen fit by trustees.

Nothing in this constitution shall authorise an application of the property of the BLRS for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005] and [section 2 of the Charities Act (Northern Ireland) 2008].

#### **4. Powers**

The BLRS has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so. In particular, the BLRS's powers include power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The BLRS must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the BLRS. In exercising this power, the BLRS must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the BLRS. The BLRS may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the BLRS 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.

#### **5. Application of income and property**

- (1) The income and property of the BLRS must be applied solely towards the promotion of the objects.
  - (a) A charity trustee is entitled to be reimbursed from the property of the BLRS or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the BLRS.

- (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the BLRS's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the BLRS may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the BLRS. This does not prevent a member who is not also a charity trustee receiving:
  - (a) a benefit from the BLRS as a beneficiary of the BLRS;
  - (b) reasonable and proper remuneration for any goods or services supplied to the BLRS.
- (3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause [6].

## **6. Benefits and payments to charity trustees and connected persons**

### **(1) General provisions**

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the BLRS on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the BLRS;
- (c) be employed by, or receive any remuneration from, the BLRS;
- (d) receive any other financial benefit from the BLRS;

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

### **(2) Scope and powers permitting trustees' or connected persons' benefits**

- (a) A charity trustee or connected person may receive a benefit from the BLRS as a beneficiary of the BLRS provided that a majority of the trustees do not benefit in this way.
- (b) A charity 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 BLRS where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the BLRS with goods that are not supplied in

connection with services provided to the BLRS by the charity trustee or connected person.

- (d) A charity trustee or connected person may receive interest on money lent to the BLRS at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the BLRS. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the BLRS on the same terms as members of the public.

### **(3) Payment for supply of goods only – controls**

The BLRS and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause 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 BLRS and the charity 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 charity trustees are satisfied that it is in the best interests of the BLRS to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity 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 her or it with regard to the supply of goods to the BLRS.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

### **(4) In sub-clauses (2) and (3) of this clause:**

- (a) “the BLRS” includes any company in which the BLRS:
  - (i) holds more than 50% of the shares; or

- (ii) controls more than 50% of the voting rights attached to the shares; or
  - (iii) has the right to appoint one or more directors to the board of the company;
- (b) “connected person” includes any person within the definition set out in clause [30] (Interpretation).

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

A charity trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the BLRS or in any transaction or arrangement entered into by the BLRS which has not previously been declared; and
- (2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the BLRS and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or 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 charity trustees on the matter.

## **8. Liability of members to contribute to the assets of the BLRS if it is wound up**

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

## **9. Membership of the BLRS**

### **(1) Admission of new members**

#### **(a) Eligibility**

- Ordinary Membership shall be open to Consultant, Non-Consultant Career Grade and Plastic Surgeons, working in the British Isles, and who have a special interest in limb reconstruction. Where possible this should have been demonstrated by publications and presentations of research.
- Ordinary membership would be through subscription; the fee for ordinary membership would be at the discretion of trustees, subject to approval at the AGM.
- Trainee Membership shall be open to training Orthopaedic and Plastic Surgeons, working in the British Isles, and who have a special interest in limb reconstruction. Where possible this should have been demonstrated by publications and presentations of research. Applications for Trainee Membership

shall be made to the Honorary Secretary and approved through the same process as for Ordinary Membership.

- Associate Membership shall be open to other professionals working in the field of limb reconstruction either in clinical practice or research. Applications for Associate Membership shall be made via means of a completed application form available on the BLRS website, supported by one referee who is currently a member of the Society.
- Honorary Membership may be offered to distinguished scientists, surgeons or other professionals on the recommendation of the Executive Committee.
- International Membership shall be open to surgeons working abroad in the field of limb reconstruction surgery by application to or by invitation of the Executive Committee.

#### **(b) Admission procedure**

The charity trustees:

- (i) Application for Ordinary Membership shall be made to the Honorary Secretary and must be accompanied by a curriculum vitae and supported by two referees who are current members of the Society;
- (ii) The application will be considered by the trustees and, if approved, be presented to the Society at a business meeting/AGM for their acceptance;
- (iii) Ordinary Membership shall cease on receipt of the member's written resignation or if the annual subscription is unpaid for two consecutive years;
- (iv) Trustees 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
- (v) 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.

#### **(2) Transfer of membership**

Membership of the BLRS cannot be transferred to anyone.

#### **(3) Duty of members**

It is the duty of each member of the BLRS to exercise his or her powers as a member of the BLRS in the way he or she decides in good faith would be most likely to further the purposes of the BLRS.

**(4) Termination of membership**

- (a) Membership of the BLRS comes to an end if:
- (i) the member dies; or
  - (ii) the member sends a notice of resignation to the charity trustees; or
  - (iii) Any annual subscriptions are unpaid for two consecutive years of its falling due; or
  - (iv) does not abide by the Charity's rules; or
  - (v) the charity trustees decide that it is in the best interests of the BLRS that the member in question should be removed from membership and pass a resolution to that effect. The proposed expulsion must be approved by the membership at the AGM.
- (b) Before the charity trustees take any decision to remove someone from membership of the BLRS they must:
- (i) inform the member of the reasons why it is proposed to remove him, her or it from membership;
  - (ii) give the member at least 21 clear day's notice in which to make representations to the charity trustees as to why he, she should not be removed from membership;
  - (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
  - (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
  - (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

**(5) Membership fees**

- There will be an annual subscription payable by Ordinary Members.
- All other membership categories would be free of subscription cost.
- The fee for ordinary membership would be at discretion of trustees, subject to approval at the AGM.

**(6) Associate and other informal (non-voting) membership**

- (a) Associate, Trainee, International and Honorary members do not have any voting rights, but are otherwise subject to the same rights and regulations, with the exception that such members do not have membership fees.
- (b) 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.

**10. Members’ decisions**

**(1) General provisions**

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the BLRS may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

**(2) Taking ordinary decisions by vote**

Subject to sub-clause (4) of this clause, any decision of the members of the BLRS 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. Chairman will have 2<sup>nd</sup> and final vote in case of tie in votes.

**(3) Taking ordinary decisions by written resolution without a general meeting**

- (a) Subject to sub-clause (4) of this clause, 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:
  - (i) a copy of the proposed resolution has been sent to all the members eligible to vote; and
  - (ii) a simple majority of members has signified its agreement to the resolution in a document or email. The document / email signifying a member’s agreement must be authenticated by the secretary and circulated to all concerned.
- (b) Eligibility to vote on the resolution is limited to members who are members of the BLRS on the date when the proposal is first circulated in accordance with paragraph (a) above.
- (c) Not less than 10% of the members of the BLRS may request the charity trustees to make a proposal for decision by the members.

- (d) The charity trustees must within 21 days of receiving such a request comply with it if:
  - (i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
  - (ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
  - (iii) Effect can lawfully be given to the proposal if it is so agreed.
- (e) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

#### **(4) Decisions that must be taken in a particular way**

- (a) Any decision to remove a trustee must be taken in accordance with clause [15(2)].
- (b) Any decision to amend this constitution must be taken in accordance with clause [28] of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the BLRS must be taken in accordance with clause [29] of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the BLRS to one or more other BLRSs must be taken in accordance with the provisions of the Charities Act 2011.

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

#### **(1) Types of general meeting**

There must be an annual general meeting (AGM) of the members of the BLRS. The first AGM must be held within 18 months of the registration of the BLRS, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report and elect members at large.

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

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

#### **(2) Calling general meetings**

- (a) The charity trustees:
  - (i) must call the annual general meeting of the members of the BLRS in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and

- (ii) may call any other general meeting of the members at any time.
- (b) The charity trustees must, within 21 days, call a general meeting of the members of the BLRS if:
  - (i) they receive a request to do so from at least 10% of the members of the BLRS; and
  - (ii) 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) If, at the time of any such request, there has not been any general meeting of the members of the BLRS for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.
- (d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (f) Any general meeting called by the charity trustees at the request of the members of the BLRS must be held within 28 days from the date on which it is called.
- (g) If the charity trustees fail to comply with this 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.
- (h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (i) The BLRS must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the BLRS shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

### **(3) Notice of general meetings**

- (a) The charity trustees, or, the relevant members of the BLRS, must give at least 21 clear days' notice of any general meeting to all of the members.
- (b) If it is agreed by not less than 90% of all members of the BLRS, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) of this clause 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.

- (c) The notice of any general meeting must:
  - (i) state the time and date of the meeting;
  - (ii) give the address at which the meeting is to take place;
  - (iii) 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
  - (iv) if a proposal to alter the constitution of the BLRS is to be considered at the meeting, include the text of the proposed alteration;
  - (v) include, with the notice for the AGM, the details of persons standing for election.

Use of electronic communication:

- (d) An electronic form of notice which was properly addressed and sent (repeated in 48 hours if first one was not acknowledged), shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after the second communication was sent.
- (e) 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 BLRS.

#### **(4) Chairing of general meetings**

The President [19](2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the BLRS who are present at a general meeting shall elect a chair to preside at the meeting.

#### **(5) Quorum at general meetings**

- (a) No business may be transacted at any general meeting of the members of the BLRS unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be the greater of 10% of members.
- (c) 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.
- (d) 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 BLRS's members at least forty two clear days before the date on which it will resume.

- (e) 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.
- (f) 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.

## **(6) Voting at general meetings**

- (a) Any decision other than one falling within clause [10(4)] (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member shall have one vote.
- (b) 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. A poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. 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.
- (d) A poll may be taken:
  - i. at the meeting at which it was demanded; or
  - ii. at some other time and place specified by the chair.
- (e) 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.
- (f) 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.

## **(7) Representation of organisations and corporate members**

An organisation or a corporate body shall not be a member of the BLRS.

## **(8) Adjournment of meetings**

The chair may with the consent of a meeting at which a quorum is present (and shall if so, directed by the meeting) 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.

## **12. Charity trustees**

### **(1) Functions and duties of charity trustees**

The charity trustees shall manage the affairs of the BLRS and may for that purpose exercise all the powers of the BLRS. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions as a trustee of the BLRS in the way he or she decides in good faith would be most likely to further the purposes of the BLRS; 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 or she has or holds himself or herself out as having; and
  - (ii) if he or she acts as a charity trustee of the BLRS 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.

### **(2) Eligibility for trusteeship**

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee:
  - if he or she is under the age of 16 years; or
  - if he or she would automatically cease to hold office under the provisions of clause [15(1)(f)].
- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

### **(3) Number of charity trustees**

#### **First charity trustees**

The first charity trustees of the BLRS are:

Office Bearers: -

David Goodier – President

Simon Britten – Secretary

Hemant Sharma – Treasurer

Other members of the Executive: -

Deepa Bose – Educational Secretary

Patrick Foster – Webmaster

Peter Calder – Ordinary member

Om Lahoti – President elect

Anna Timms – Allied health professional representative

### **13. Office bearers of society**

- President
- Secretary
- Treasurer
- Other members of the Executive
  - Educational Secretary
  - Webmaster
  - 1- 3 ordinary members
  - The Immediate Past President
  - The President elect
  
  - Representative of Allied health professionals
- All above office bearers would be trustees of society unless they decline to be a trustee.
- There may be other ordinary members co-opted by the Executive Committee when appropriate; the Editor of the society's journal (STLR) may be one such member. When co-opted, the Editor shall be invited to be present at Executive Committee meetings but does not hold a vote for decisions made by the committee. Co-opted members will not to be trustees of the society.

### **14. Appointment of office bearers**

- a. The President shall be elected by the Executive Committee from the committee members. He/she will have been an officer previously and should have made a substantial contribution to the society and to limb reconstruction. He/she will hold office for two years and will not be eligible for re-election normally. Where practicable the President will chair all meetings of the Society and Executive Committee. In his/her absence the Secretary shall assume the chair.

- b. The Secretary and the Treasurer shall be elected by the Executive Committee from the ordinary members of the committee. They shall hold office for a period of three years in the first instance. They shall be eligible for re-election for a further three years only and shall leave the committee unless elected as President.
- c. The Education Secretary will be elected from the Executive Committee and will be responsible for, with the assistance of other members of the Society and Executive, Limb Reconstruction Courses held under the auspices of the Society. He/she will hold office for a period of three years in the first instance and shall be eligible for re-election for a further three years only and shall leave the committee unless elected as an office bearer.
- d. Three other members of the Society will serve on the Executive as ordinary members (Members at Large). They shall be proposed and seconded from within the society and be elected by ballot from the entire membership. They shall serve on the committee for a single period of three years after which time they shall leave the committee unless elected to be an officer of the society.
- e. One associate member will serve on the committee. He/she shall be elected in a similar manner to the ordinary members and shall serve for a similar term.
- f. Any previous member of the committee may put his/her name forward to re-join the committee as an ordinary member and may then be elected to office as outlined above.
- g. The Webmaster will be responsible for, with the assistance of other members of the Society, the website for the society and be involved in the national registries. He/she will hold office for a period of three years in the first instance and shall be eligible for re-election for a further three years only and shall leave the committee unless elected to a further position of officer of the society.
- h. Ex officio BLRS charity trustee

The Immediate Past President will serve on the Executive Committee for two years after completion of his/her term of office as President and shall then leave the committee.

If unwilling to act as a charity trustee, the office holder may:

- (a) before accepting appointment as a charity trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
- (b) after accepting appointment as a charity trustee, resign under the provisions contained in clause 15 (Retirement and removal of charity trustees).

The office of ex officio BLRS charity trustee will then remain vacant until the office holder ceases to hold office.

#### **14. Information for new charity trustees**

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of the BLRS's latest trustees' annual report and statement of accounts.

#### **15. Retirement and removal of charity trustees**

- (1) A charity trustee ceases to hold office if he or she:
  - (a) retires by notifying the BLRS in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
  - (b) is absent without the permission of the charity trustees from all their meetings held within a period of twelve months and the trustees resolve that his or her office be vacated;
  - (c) dies;
  - (d) 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;
  - (e) is removed by the members of the BLRS in accordance with sub-clause (2) of this clause; or
  - (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) A charity 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 two-thirds majority of votes cast at the meeting.
- (3) A resolution to remove a charity trustee in accordance with this clause 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 BLRS.

#### **16. Reappointment of charity trustees**

Any person who retires as a charity trustee to the BLRS is eligible for reappointment. As per clause [14] above.

## **17. Taking of decisions by charity trustees**

Any decision may be taken either:

- at a meeting of the charity trustees; or
- by resolution in writing [or electronic form] agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that
  - a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
  - the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the BLRS at its principal office or such other place as the trustees may resolve.

## **18. Delegation by charity trustees**

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements -
  - (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
  - (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
  - (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## **19. Meetings and proceedings of charity trustees**

### **(1) Calling meetings**

- (a) Any charity trustee may call a meeting of the charity trustees.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

## **(2) Chairing of meetings**

The president shall chair the meetings. In his absence secretary of the charity shall chair the meetings. If either is absent, then the charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

## **(3) Procedure at meetings**

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

## **(4) Participation in meetings by electronic means**

- (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- (b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## **(5) Meeting Proceedings**

- a) Trustees will hold a meeting at least once in twelve months; a spring meeting which would be held in March usually and possibly a 2<sup>nd</sup> autumn meeting to coincide with the annual meeting of the British Orthopaedic Association.
- b) The Annual General Meeting (AGM) will take place during the spring meeting. The Treasurer shall present a report of the Society's finances to the membership.
- c) A business meeting of the trustees of the charity shall be held during each meeting. Electronic ballots can be arranged for those matters requiring a decision from the membership.

- d) Additional trustees meetings shall be held at such other times as considered necessary by the trustees of charity.
- e) All new member applications would be discussed and ratified by trustees before formally approved by the AGM.
- f) Trustees, by majority vote, can elect to change the governing document including charitable objects.

## **20. Saving provisions**

- (1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
- who was disqualified from holding office;
  - who had previously retired or who had been obliged by the constitution to vacate office;
  - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause [7] (Conflicts of interest).

## **21. Execution of documents**

- (1) The BLRS shall execute documents either by signature or by electronic confirmation.
- (2) A document is validly executed by signature, if it is signed by at least two of the charity trustees.

## **22. Use of electronic communications**

### **General**

The BLRS will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request an electronic 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.

### **23. Keeping of Registers**

The BLRS 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 charity trustees.

### **24. Minutes**

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the BLRS;
- (3) meetings of the charity trustees and committees of charity trustees including:
  - the names of the trustees present at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

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

- a) The charity 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 Charity Commission, regardless of the income of the BLRS, within 10 months of the financial year end.
- b) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the BLRS entered on the Central Register of Charities.

### **26. Rules**

The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the BLRS, but such rules or byelaws must not be inconsistent with any provision of this constitution.

Copies of any such rules or byelaws currently in force must be made available to any member of the BLRS on request.

## **27. Disputes**

If a dispute arises between members of the BLRS 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.

## **28. Amendment of constitution**

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

- (1) This constitution can only be amended:
  - (a) by resolution agreed in writing by all members of the BLRS; or
  - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the BLRS.
- (2) Any alteration of clause [3] (Objects), clause [29] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the BLRS or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the BLRS'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.

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

- (1) As provided by the Dissolution Regulations, the BLRS may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the BLRS can only be made:
  - (a) at a general meeting of the members of the BLRS called in accordance with clause [11] (Meetings of Members), of which not less than 21 days' notice has been given to those eligible to attend and vote:
    - (i) by a resolution passed by a 75% majority of those voting, or
    - (ii) by a resolution passed by decision taken without a vote and without any expression of dissentin response to the question put to the general meeting; or
  - (b) by a resolution agreed in writing by all members of the BLRS.
- (2) Subject to the payment of all the BLRS's debts:

- (a) Any resolution for the winding up of the BLRS, or for the dissolution of the BLRS without winding up, may contain a provision directing how any remaining assets of the BLRS shall be applied.
  - (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the BLRS shall be applied.
  - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the BLRS.
- (3) The BLRS must observe the requirements of the Dissolution Regulations in applying to the Commission for the BLRS to be removed from the Register of Charities, and in particular:
- (a) the charity trustees must send with their application to the Commission:
    - (i) a copy of the resolution passed by the members of the BLRS;
    - (ii) a declaration by the charity trustees that any debts and other liabilities of the BLRS have been settled or otherwise provided for in full; and
    - (iii) a statement by the charity trustees setting out the way in which any property of the BLRS has been or is to be applied prior to its dissolution in accordance with this constitution;
  - (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the BLRS, and to any charity trustee of the BLRS who was not privy to the application.
- (4) If the BLRS is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

### 30. Interpretation

In this constitution:

**“connected person”** means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
  - (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
  - (ii) by two or more persons falling within sub-clause (d)(i), when taken together

- (e) a body corporate in which –
  - (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
  - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

**“General Regulations”** means the Charitable Incorporated Organisations (General) Regulations 2012.

**“Dissolution Regulations”** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The **“Communications Provisions”** means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

**“charity trustee”** means a charity trustee of the BLRS.

A **“poll”** means a counted vote or ballot, usually (but not necessarily) in writing.