

CONSTITUTION OF THE NARCOLEPSY ASSOCIATION (UK)

1. NAME

The name of the Association shall be the Narcolepsy Association (UK), (hereinafter called 'the Association'),

2. OBJECTS

- (a) The Association is established for the benefit, relief and aid of persons suffering from Narcolepsy.
- (b) in furtherance of the above objects but not further or otherwise the Association may:
 - (i) Promote and organise co-operation in the achievement of the above objects nationally, internationally and locally and to that end may bring together in conference representatives of voluntary agencies, the medical profession, government departments, statutory authorities and individuals engaged in the furtherance of the above objects;
 - (ii) Promote and carry out or assist in promoting and carrying out research, surveys and investigations;
 - (iii) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes and training courses;
 - (iv) Collect and publish information regarding the welfare of the above-mentioned persons and exchange such information with other bodies having similar objects whether in this country or overseas;
 - (v) Assist any such charitable body or bodies financially or otherwise and to appeal for funds;
 - (vi) Do all such other things as may be necessary to the attainment of the above objects.

3. MEMBERSHIP

- (a) Membership of the Association shall be open to any person interested in supporting the objects and who has paid the annual subscription laid down from time to time by the Management Committee.
- (b) Every member shall have one vote.
- (c) No person other than a member duly registered and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to be present or to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
- (d) Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote.
- (e) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Otherwise the person so named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- (f) Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

“THE NARCOLEPSY ASSOCIATION (UK)”.
 “I” of “,
 a member of “THE NARCOLEPSY ASSOCIATION (UK)”, hereby appoint
 “ “another member of the Association, and failing him “
 “, of ,another member of the
 Association, to vote for me and on my behalf at the (Annual or
 Extraordinary, *as the case may be*) General Meeting of the Association
 to be held on the day of and at
 every adjournment thereof
 “As witness my hand this day of 20 “

4. MANAGEMENT COMMITTEE

- (a) Subject as hereinafter mentioned the policy and general management of the affairs of the Association shall be directed by a Committee of Management (hereinafter referred to as ‘the Committee’), which shall meet not less than four times a year and shall consist of not less than nine or more than fifteen members of the Association who shall be elected in the manner hereinafter appearing, subject always to the overriding requirement that at least half of the members of the Committee must be diagnosed narcoleptics and the Chairman must be a diagnosed narcoleptic.
- (b) Nominations from members of the Association for members of the Committee must be in writing and must be in the hands of the General Secretary at least sixty days before the Annual General Meeting hereinafter mentioned. Should nominations exceed vacancies election shall be by a system of postal voting (the arrangements for which shall be made by the Committee for the time being provided always that in the circumstances in which election to the Committee is necessary not less than twenty-one days notice of nomination for membership of the Committee shall be given to each member of the Association), AND PROVIDED FURTHER THAT the first members of the Committee shall be elected by personal vote at the first General Meeting of the Association hereinafter mentioned.
- (c) Election to the Committee shall be for three years. One third of the membership shall retire annually but shall be eligible for re-election, the members to retire being those who have been longest in office since their last election. As between members who have been in office the same length of time, those due to retire shall be chosen by lot.
- (d) In addition the Committee may co-opt up to four further members who shall be paid-up members of the Association and who shall serve until the conclusion of the next Annual General Meeting after individual co-option, PROVIDED THAT the number of co-opted members shall not exceed one third of the total number of members of the Committee as defined above. Co-opted members shall be entitled to vote at meetings of the Committee.
- (e) Any casual vacancy on the Committee may be filled by the Committee and any persons appointed to till such casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for re-election at that meeting.
- (f) The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, or qualification of any member.
- (g) The Chairman, Vice Chairman, Treasurer, and Secretary of the Association, who shall be members of the Association shall be elected annually, by and from the Committee at the first Committee meeting after The Annual General Meeting.
- (h) The Committee may also elect any other officers as it may from time to time decide.

- (i) A committee member may be removed and cease to hold office as a trustee if the majority of Trustees agree that this should happen, at a special meeting of the Trustee Board called for that purpose, in the following circumstances:-
1. When in the opinion of the Trustee Board the Trustee in question is acting in a manner detrimental or prejudicial to the well being of the association
- OR**
2. When the Trustee fails to attend three consecutive Trustee Board meetings without due cause.

5. FUNCTIONS OF THE COMMITTEE

- (a) The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and may determine their terms of reference, powers, duration, and composition. Such committees shall fully report to the Committee after each of their meetings.
- (b) The quorum at a meeting of the Committee shall be five members of the Committee or such other number as the Committee may determine from time to time.
- (c) The Committee shall have the power:
- (d) to approve or reject, if there is good and sufficient reason, applications for any class of membership;
- (e) to fix the amount of all membership subscriptions;
- (f) for good and sufficient reason to terminate the membership of any member of the Association PROVIDED THAT any member shall have the right to be heard by the Committee before a decision is made.
- (g) The Committee shall have delegated to it all the necessary powers to manage the affairs of the Association including the power to appoint staff.
- (h) The Secretary shall call the Committee meetings by giving all Committee members at least seven days written notice of the meeting. Provided that a special meeting of the Committee may be summoned at any time by the Chairman or by any three members of the Committee upon at least three clear days notice being given to all other members of the Committee of the matters to be discussed.

6. CHAIRMANSHIP OF MEETINGS

All meetings of the Association or of the Committee or any of its sub-committees shall be presided over by its Chairman, failing whom its Vice Chairman, if one has been elected. Failing the Chairman or the Vice Chairman, those present may elect any of their number to take the chair. The chairman of any meeting will have both a deliberative and, in the event of equality of votes, a second or casting vote.

7. FINANCE

- (a) All monies raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose.
- (b) The Treasurer shall keep proper accounts of the finances of the Association.
- (c) The accounts shall be audited at least once a year by a qualified auditor or auditors who shall be appointed at the Annual General Meeting.
- (d) An audited statement of accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting.
- (e) A bank account shall be opened in the name of the Association with such bank as the Committee shall from time to time decide. The Committee shall authorise in writing the Treasurer, the

Secretary of the Association, and two members of the Committee to sign cheques on behalf of the Association. All cheques must be signed by not less than two of the four authorised signatories.

8. INDEMNITY

Every member of the Association, its servants, or agents, who serves the Association shall be indemnified by the Association against all costs, losses, and expenses which may occur or which s/he may become liable to or by reason of any act or things done by him/her in the discharge of his/her duty. Provided that nothing in this clause shall entitle them to any indemnity against liability arising from fraud or similar actions on their part.

9. ANNUAL GENERAL MEETING

The first Annual General Meeting of the Association shall be held not later than 30th September and once in each year thereafter an Annual General Meeting of the Association shall be held at such time (not being more than fifteen months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine. Twenty eight days notice shall be given of the Annual General Meeting. At such Annual General Meeting the business shall include election of members of the Committee; the appointment of an auditor or auditors; the consideration of an annual report of the work done by or under the auspices of the Committee; the receipt of audited accounts for the previous year and the transaction of such other matters as may from time to time be necessary.

10. SPECIAL GENERAL MEETINGS

The Chairman of the Committee or the Secretary may at an time at their discretion and shall within twenty one days of receiving a written request so to do signed by not less than fifteen members having the power to vote and giving reasons for the request call a Special General Meeting of the Association for the purpose of altering the Constitution in accordance with clause 13 hereof or of considering any matter which may be referred to them by the Committee or for any other purpose. Fourteen days notice shall be given for such a Special General Meeting.

11. RULES OF PROCEDURE AT ALL MEETINGS

- (a) Voting. Subject to the provisions of Clauses 12 and 13 hereof, all questions arising at any meeting shall be decided by a simple majority of those present entitled to vote thereat. Arrangements for proxy voting may from time to time be made with regard to Clauses 12 and 13 hereof. No member shall exercise more than one vote but in the case of an equality of votes the Chairmen shall have a second or casting vote.
- (b) Minutes. Minute books shall be kept by the Committee and all other sub-committees and the appropriate secretary shall enter therein a record of all proceedings and resolutions.
- (c) The quorum at General Meetings shall be ten members or such other number as the Committee may from time to time determine.

12. DISSOLUTION

If the Committee by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association who have the power to vote of which meeting not less than twenty one days notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a two thirds majority of those present and voting at such meeting the Committee shall have the power to dispose of any assets held by or in the name of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having

objects similar to the objects of the Association as the Committee may, with the approval of the Charity Commissioners or other Authority having jurisdiction under the Charities Act 1960, determine.

13. ALTERATIONS TO THE CONSTITUTION

Any alteration to this Constitution shall receive the assent of not less than two thirds of the members of the Association present and voting at a meeting specially called for the purpose PROVIDED THAT notice of any such alteration shall have been received by the Secretary in writing not less than twenty one clear days before the meeting at which the alteration is to be brought forward. At least fourteen clear days notice in writing of such a meeting setting forth the terms of the alteration to be proposed shall be sent by the Secretary to each members of the Association. PROVIDED FURTHER THAT no alteration to Clauses 2, 12, or this clause shall be made without the approval of the Charity Commissioners or other Authority having jurisdiction under the Charities Act 1960 and no alteration shall be made to this Constitution which would have the effect of the Association ceasing to be in Charity in law.

14. NOTICES

Any notice may be served by the Secretary to any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom and any letter so sent shall be deemed to have been received within two days of posting.

15. INTERPRETATION

The interpretation Act 1889 shall apply for the interpretation of this Constitution as It applies to the interpretation of an Act of Parliament.