

CONSTITUTION OF THE RED HOUSE PATIENTS' GROUP

**Adopted on the 31st day of August 2004
Amended on the 26th day of April 2005.**

A. Name:

The name of the organisation is the Red House Patients' Group (the 'Group')

B. Administration:

Subject to the matters set out below, the Group and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee constituted by clause G of this constitution (the 'Executive Committee')

C. Objects:

The objects of the Group are:

For the benefit of the patients of the Red House practice in Radlett, Shenley, and Park Street, through the medium of patient participation to assist in the relief of sickness and to preserve and protect health by fostering the highest possible standards of medical and health care at the practice.

D. Powers:

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- i) to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- ii) to buy, take on, lease or exchange any property necessary for the achievement of the objects and to maintain and equip such property for use;
- iii) subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Group;
- iv) subject to any consents required by law to borrow money and to charge all or any part of the property of the Group with repayment of the money so borrowed;
- v) to co-operate with other charities, voluntary bodies, and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them
- vi) to establish or support any charitable trusts, associations, or institutions formed for all or any of the objects.
- vii) to do all other such lawful things as are necessary for the achievement of the objects.

E. Membership:

- (1) Membership of the Group shall be open to any patient of the Red House practice over the age of 18 who has registered his or her interest in writing to the Executive Committee.

- (2) Every member shall have one vote
- (3) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual, provided that the individual shall have the right to be heard by the Executive Committee, accompanied by a friend, before any decision is made.

F. Honorary Officers:

At the annual general meeting of the Group the members shall elect from amongst themselves a chairman, a vice-chairman, a secretary, and a treasurer, who shall hold office from the conclusion of the meeting.

G. Executive Committee:

- (1) The Executive Committee shall consist of not less than 8 or more than 12 members being:
 - (a) the honorary officers specified in the preceding clause;
 - (b) not less than 3 and not more than 8 other Members;
 - (c) a doctor or practice manager from the Red House practice in an ex-officio capacity.
- (2) The Executive Committee may in addition co-opt other members of the Group as required, provided that the co-opted members do not exceed one-third of the Executive Committee Members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J and shall take effect from the end of that meeting unless the appointment is to fill a place which has not yet been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) All the Members of the Executive Committee shall retire from office at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed .
- (4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Executive Committee who is under the age of 18 or who would if appointed be disqualified under the provisions of the following clause.
- (6) No person shall be entitled to act as a member of the Executive Committee whether on a first or subsequent entry into office until signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the interests of the Group.

H. Determination of Membership of Executive Committee:

A member of the Executive Committee shall cease to hold office if he or she:

- (i) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (ii) becomes incapable by reason of mental disorder, illness, or injury of managing and administering his or her own affairs;

- (iii) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (iv) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

I. Executive Committee Members not to be personally interested:

No member of the Executive Committee shall acquire any interest in property belonging to the Group (other than as a trustee) or receive remuneration or be interested (other than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

J. Meetings and proceedings of the Executive Committee:

- (1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one-third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes, in a book kept for the purpose, of the proceedings at meetings of the Executive Committee.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with the constitution.
- (7) The Executive Committee may appoint one or more sub-committees comprising members for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any sub-committee shall be fully and promptly reported to the Executive Committee.

K. Receipts and expenditure.

- (1) The funds of the Group, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Group at such bank as the Executive Committee shall from time

to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.

- (2) The funds belonging to the Group shall be applied only in furthering the objects.

L. Accounts.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Group;
- (2) the preparation of annual statements of account for the Group;
- (3) the auditing or independent examination of the statements of account of the Group; and
- (4) the transmission of the statements of account of the Group to the Charity Commission.

M. Annual Report.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

N. Annual Return.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

O. Annual General Meeting.

- (1) There shall be an annual general meeting of the Group which shall be held in the month of October in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Group. All the members of the Group shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of the subsequent annual general meetings, but if he or she is not present, before any business is transacted, the persons present shall appoint a chairman of the meeting.
- (4) The Executive Committee shall present to each annual general meeting the report and accounts of the Group for the preceding year.
- (5) Nominations for election to the Executive Committee must be made by members of the Group in writing and must be in the hands of the secretary at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

P. Special General Meetings.

The Executive Committee may call a special general meeting of the Group at any time. If at least 10 members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

Q. Procedure at General Meetings.

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Group.
- (2) There shall be a quorum when at least ten members of the Group for the time being are present at any general meeting.

R. Notices.

Any notice required to be served on any member of the Group shall be in writing and shall be served by the secretary or the Executive Committee on any member personally or by sending by post, or email to the last known address in the United Kingdom.

S. Alterations to the Constitution.

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to clause A, C, I, U or this clause without the prior consent in writing of the Charity Commissioners.
- (3) No amendment may be made which would have the effect of making the Group cease to be a charity at law.
- (5) The Executive Committee should send to the Charity Commission a copy of any amendment made under this clause.

T. Dissolution.

If the Executive Committee decides that it is necessary or advisable to dissolve the group it shall call a meeting of all members of the Group, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have the power to realise any assets held by or on behalf of the Group. Any assets remaining after 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 Group as the members of the Group may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Group must be sent to the Charity Commission.

U. Arrangements until first Annual General Meeting.

Until the first annual general meeting takes place this constitution shall take effect as if the references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Robert Reith

John Hobson

Bill Hogan

Donald Minter

Roxanne Glick

Gill Balen

Rachel Pearce