

# Constitution

Adopted on the 28 day of June 2013

## A) Name

- 1) The name of the Association is the National HIV Nurses Association, (“the Charity”).

## B) Administration

- 1) Subject to the matters set out below the Charity 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.

## C) Objects

- 1) The Charity’s objects (“the objects”) are:
  - a) To advance education amongst members of the nursing profession about good nursing practices and to promote improved standards of nursing care of patients with HIV.
  - b) To promote research into the promotion of HIV nursing skills and to publish the results of such research for the benefit of the public.

## D) Powers

- 1) In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:
  - a) power 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;
  - b) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
  - c) power 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;
  - d) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
  - e) power to appoint and constitute such advisory committees as the Executive Committee may think fit;

- f) power to do all such other lawful things as are necessary for the achievement of the objects; and
- g) power to make, alter, add to or repeal byelaws for the conduct of its business.

## **E) Membership**

- 1) Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the objects and who has paid the annual subscription laid down from time to time by 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 concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

## **F) The Executive Committee**

- 1) NHIVNA will be governed by an Executive Committee, which shall regulate the business of NHIVNA, including annual subscription and the direction and management of its funds.
- 2) All members of the Executive Committee will be deemed to be 'Trustees' of the Association.
- 3) The Executive Committee shall consist of up to fourteen members to cover a variety of experience in HIV care including the Honorary Officers specified in the clause G and the community representative as in Clause F (7).
- 4) Members of the Charity shall elect the members of the Executive Committee.
- 5) All elected members of the Executive Committee shall retire from office at the end of the third Annual General Meeting following the date on which they came into office but they may be re-elected or re-appointed.
- 6) The Executive Committee may, from time to time, appoint co-opted members to the Executive Committee being members of NHIVNA – but so that there will never be more than two such co-opted members at any one time – and any co-opted member must retire at the next Annual General Meeting – but will be eligible to stand for election by the members of NHIVNA, or co-opted by the Executive Committee for a further term of one year; for a maximum of two consecutive years;
- 7) The community representative shall be appointed by the UK Community Advisory Board and shall retire from office at the end of the third Annual General Meeting following the date on which they came into office and they may be re-elected or re-appointed; but may not be elected as an office holder.
- 8) 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.

- 9) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of clause H.
- 10) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing the Trustee Declaration and a declaration of acceptance and of willingness to act in the trusts of the Charity.

### **G) Honorary Officers**

- 1) Following nominations, an election will take place among the members of the Executive Committee, whose members shall elect from amongst themselves in a secret ballot a chair, an Honorary Secretary and an Honorary Treasurer, who shall hold office from the Annual General Meeting, to serve for three years (see Byelaws).

### **H) Determination of membership of the Executive Committee**

- 1) A member of the Executive Committee shall cease to hold office if he or she:
  - a) 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);
  - b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - c) is absent without the permission of the Executive Committee from three (3) consecutive meetings and the Executive Committee resolve that his or her office be vacated; or
  - d) 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' conflict of interest**

- 1) No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity)
- 2) Members of the Executive Committee may receive remuneration or be interested (otherwise than as a member of the Executive Committee) in contracts entered into by the Executive Committee where this would be in the best interest of the Association and where at least 75% of the members of the Executive Committee are in agreement to proceed with such an arrangement.

### **J) Meetings and proceedings of the Executive Committee**

- 1) The Executive Committee shall hold at least four 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. The chairman shall appoint another Officer to act as chair in his or her absence.
- 3) There shall be a quorum when at least one half, plus one, of the number of members of the Executive Committee, one of which should be an Honorary Officer, 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 of the proceedings of meetings of the Executive Committee and any Subcommittee, Steering Group or Working Group and the Chair of the Executive Committee, Subcommittee, Steering Group or Working Group will approve the minutes of said Committee, Subcommittee or Working Group meetings.
- 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 this constitution.
- 7) The Executive Committee may appoint one or more Subcommittees, Steering Groups or Working Groups consisting of three or more members of the Executive Committee, one of which should be an Honorary Officer, for the purpose of making any inquiry 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 Subcommittee, Steering Group or Working Group shall be fully and promptly reported to the Executive Committee. There shall be a quorum when at least one half, plus one, of the number of members of the Executive Committee, one of which should be an Honorary Officer, are present at a meeting.

#### **K) Receipts and expenditure**

- 1) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated on behalf of the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn up on the account must be signed by an authorised signatory of the account on behalf of the Executive Committee.
- 2) The funds belonging to the Charity shall be applied only in furthering the objects.

#### **L) Property**

- 1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
  - a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
  - b) all investments held by or on behalf of the charity;

- c) to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
- 2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

### **M) Accounts**

- 1) 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:
  - a) the keeping of accounting records for the Charity;
  - b) the preparation of annual statements of account for the Charity;
  - c) the auditing or independent examination of the statements of account of the Charity; and
  - d) the transmission of the statements of account of the Charity to the Commission.

### **N) Annual Report**

- 1) 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 Commission.

### **O) Annual Return**

- 1) 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 Commission.

### **P) Annual General Meeting**

- 1) There shall be an Annual General Meeting of the Charity, which shall be held each year as determined to be practicable by the Trustees of the Charity.
- 2) Every Annual General Meeting shall be called by the Executive Committee. The Honorary Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Charity. All the members of the Charity 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 subsequent Annual General Meetings, but if he or she is not present, before any other 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 Charity for the preceding year.

#### **Q) Special General Meetings**

- 1) The Executive Committee may call a special general meeting of the Charity at any time. If at least 10 per cent of 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.

#### **R) Procedure at General Meetings**

- 1) The Honorary Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- 2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.

#### **S) Notices**

- 1) Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Honorary Secretary or the Executive Committee on 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 10 days of posting.

#### **T) 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, clause C, clause I, clause U or this clause without the prior consent in writing of the Commissioners.
- 3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- 4) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

#### **U) Dissolution**

- 1) If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, 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 power to realise any assets held by or on behalf of the Charity. 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 Charity as the members of the Charity 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 Charity must be sent to the Commission.

#### V) Arrangements until first Annual General Meeting

- 1) Until the first Annual General Meeting takes place this constitution shall take effect as if 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.

Signed

Nathaniel Ault (Chair)

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Jane Bruton (Honorary Secretary)

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Catrin Evans (Honorary Treasurer)

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