

# The Friends of Blandford Community Hospital



## CONSTITUTION OBJECTS & RULES



(As amended 2008 & 2019)

1. The name of the Charity is  
“THE FRIENDS OF BLANDFORD COMMUNITY HOSPITAL”.

## 2. PRELIMINARY AND DEFINITIONS

- (a) The expression “the Friends” means the Association constituted by these Rules.
- (b) The expression “the Hospital” means Blandford Community Hospital situated in Milldown Road, Blandford Forum, Dorset, DT11 7DD and includes any NHS Health Establishment associated therewith in the Community.
- (c) The expression “these Rules” includes any alterations or amendment thereof for the time being in force.
- (d) The expression “the Community” means the area of benefit served by the Friends which comprises of Blandford, Sturminster Newton and surrounding villages in the DT11 and DT10 postcodes.
- (e) The expression “the Council” means the collective body of the appointed Trustees formed and established to conduct and manage the business of the Friends as set out in Clause 9 hereunder.

## 3. OBJECTS

- (a) The objects of the Friends shall be to provide support and assistance to patients of the hospital and to preserve and protect the health of the community by providing and assisting in the provision of facilities, support services and equipment not normally provided by the NHS or statutory authorities with the following aims:
  - (i) To inform the public of the needs of the patients of the hospital and other individuals living in the community and to mobilise, encourage, foster and maintain the interest and support of the public in the work of the said Hospital.

- (ii) To foster co-operation and communication between other Friends of Community Hospitals, Charitable Institutions, Local Authorities, Hospital Trusts and National Health Service Authorities and to make donations to them as appropriate.
- (iii) To give and exchange information and advice and to promote education and training in all matters relating to the Hospital and hospital management and to promote research and to disseminate the results.
- (iv) To publish newsletters and other documents, either online or by post, as necessary to promote and inform of the work of the Friends of the Hospital.
- (v) To facilitate conferences, meetings, lectures, exhibitions and discussions.
- (vi) To encourage and to assist in the recruitment of voluntary workers in and for the Hospital.
- (vii) To raise funds and to invite and receive contributions from any person or persons or organisations whatsoever by way of subscriptions, donations, legacies, fundraising events, retail shops or otherwise.
- (viii) To take and accept gifts of property, whether subject to any special trust or not, for the objects of the Friends.
- (ix) To undertake and execute any Charitable Trust.
- (x) To do such things as are necessary for the attainment of the above objects.

#### 4. POWERS

All financial support given shall be determined at the discretion of the Council or Management Board and their decision will be final.

#### 5. MEMBERS AND MEMBERSHIP

- (a) All persons who have paid an annual subscription and whose membership has not been terminated are members of the Friends and are subject to these rules and this Constitution.
- (b) Membership may also be conferred, without subscription, on persons invited by the Council to be Honorary Life Vice Presidents, or for any other special purpose, at the sole discretion of the Council.

#### 6. SUBSCRIPTIONS

The annual subscription for membership may be determined by the Council from time to time and unless so determined shall be a minimum of £5 per individual person. If a membership is not paid within 14 days of being due then the membership shall cease, except within the conditions of 5(b) above.

#### 7. PRESIDENT AND VICE PRESIDENTS

The Council may appoint a President who will be counted as a Trustee and also be entitled to vote. Additionally, they may appoint Vice Presidents who shall be Honorary Members and who shall be ex-officio Members of the Council. The President shall chair all Council and Annual General Meetings of the Friends. In the absence of the President the chair shall be taken by the Chairman. All Vice Presidents shall be entitled to attend any formal meeting of the Friends, not including Working Group meetings, in an honorary and non-voting capacity, and having advised the Secretary or office manager of their intention to do so.

## 8. TRUSTEES

All members of the Council will be Trustees. They will be registered as such with the Charity Commission and will have been selected in accordance with the Friends recruitment process, in line with the guidance of the Charity Commission regulations.

## 9. COUNCIL

- (a) The business of the Friends shall be conducted and managed by the Council, other than decisions which can only be made in a General Meeting.
- (b) The Council shall consist of a President, Chairman, Deputy Chairman, Secretary, Treasurer and all other Trustees. The Council shall decide the terms and powers of all such appointments and is empowered to determine any such appointments and to appoint replacements thereof upon any vacancy arising to serve on the Council until the next Annual General Meeting. No person shall be appointed who is not an individual subscribing Member of the Friends. The Hospital Matron, or another member of hospital management on their behalf, will be invited to attend meetings where appropriate.
- (c) The Council may meet together for the despatch of business, adjourn or otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the Meeting shall have a second or casting vote. At least two meetings of the Council shall be held in each year and the Council shall cause minutes to be kept of all such meetings that shall be signed by the Chair of the meeting. A Special Meeting of the Council shall be convened at any time on reasonable notice at the request of the President, Chairman, or any three members of the Council.

- (d) The quorum necessary for the transaction of the business of the Council may from time to time be fixed by the Council and unless so fixed shall be six persons present. If the number of members of the Council falls below six the members present may call another meeting of the Council but may not conduct any other business.
- (e) The Council may delegate any of its powers to the Management Board. Additionally, the Council may authorise the Management Board to commit the Friends to expenditure, to a maximum amount to be determined annually or as and when the Council thinks fit. This expenditure can be for any one item or for items in total.

## 10. MANAGEMENT BOARD

- (a) The Management Board shall consist of the Chair of the Friends, Deputy Chair, Secretary, Treasurer, Project Manager and the Chair of each Working Group. The Hospital Matron, or another member of the hospital management on their behalf, will be invited to attend meetings where appropriate.
- (b) The Board shall meet at least four times in every year and oversee the actions of the Working Groups. The Board shall cause minutes to be kept of all its meetings that shall be signed by the Chair and circulated to all members of the Council.

## 11. GENERAL MEETINGS

- (a) An Annual General Meeting of the Friends shall be held in each calendar year and within fifteen months after the last Annual General Meeting.
- (b) Every year at the Annual General Meeting one quarter (rounded down if necessary) of the members of the Council shall retire from office. The members of the Council to retire in each year shall be those who have been longest in office.

- (c) The Secretary shall in every year and at least sixty days prior to the date fixed for the Annual General Meeting call for nominations for members of the Council by a stated date. This shall include notices in the local press and a newsletter to members. All nominees shall have agreed to stand for election and shall have been proposed and seconded by Trustees. The valid list of nominees shall then be included in the notice of the Annual General Meeting. The persons receiving the most votes cast shall be declared elected or in the event of a tie shall be decided by means of a lot drawn by the President. The result shall be declared at the Annual General Meeting, from the conclusion of which elected nominees shall become members of the Council. In the event of no more nominations being received than are required to fill the vacancies, nominees shall be automatically elected.
- (d) The Friends at its Annual General Meeting, on the recommendation of the Council, shall appoint or re-appoint Auditors or a suitably qualified Examiner and approve their remuneration as recommended by the Council.
- (e) The Council may at any time call an Extraordinary General Meeting and must do so if requested in writing by not less than ten members of the Friends.
- (f) The Secretary shall give in writing at least twenty-one clear days notice of Extraordinary General Meetings and their purpose to all members entitled to receive notices of meetings.
- (g) At any General Meeting each member shall have one vote. Voting shall be by a show of hands unless a ballot is demanded by not less than one half of the members present.
- (h) The Chair of the meeting's decision shall be final.
- (i) No vote may be cast by proxy.

- (j) No business shall be transacted at any General Meeting of the Friends unless a quorum of members is present at the time when the meeting proceeds to business. Ten members personally present shall be a quorum. If within half an hour from the time appointed no quorum is present, the meeting will be cancelled and reconvened at a later date. If at the reconvened meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall go ahead.
- (k) The Chair shall cause minutes to be kept of all General Meetings that shall be signed by the Chair and circulated to all members of Council.

## 12. ACCOUNTS

Accounts shall be prepared annually and adopted by the Members in General Meeting. An audited or examined statement of accounts and a report of the Friends activities shall be prepared in accordance with the provisions of The Charities Act currently in force.

## 13. NOTICES

All notices may be given by the Friends to any member electronically, or members may request notices by post.

## 14. ASSETS

- (a) Assets of The Friends not immediately required for its purposes may be invested in equities, bonds, properties or any other forms of investment as the Council shall in its absolute discretion think fit. Where this involves buildings, it shall be the responsibility of the Management Board to ensure they are properly maintained and that all legal and financial requirements are complied with.



- (b) Cheques and other payments made on behalf of the Friends shall be signed by such person or persons as the Council may from time to time direct.

## 15. REMUNERATION

- (a) All Trustees and volunteers may receive reimbursement of expenses incurred in connection with the business of the Friends, including motor mileage allowances at a rate to be fixed from time to time by the Management Board.
- (b) The Council may appoint and employ staff on such terms as it thinks fit providing that they comply with all relevant employment legislation.

## 16. CONFLICTS OF INTEREST

- (a) A charity Trustee must:
  - (i) Declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared.
  - (ii) Absent their self from any discussions of the charity Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest). Any charity Trustee absenting their self 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.

## 17. DISPUTES

If a dispute arises between members of the charity 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.

## 18. ALTERATION OF THESE RULES

A majority of not less than two thirds of the members present at an Annual General Meeting or Extraordinary General meeting may amend the Friends constitution provided that notice of intention to propose such amendments and details thereof are served upon each member with the notice required to be given by Rule 11 (c) hereof, and provided also that no alteration in the objects of the Friends shall be made which would authorise the assets of the Friends for objects which are not charitable.

## 19. IRREGULARITIES

- (a) No action or decision of the Council or of any meeting of the Friends shall be invalidated by reason only of error or neglect in any service of notices or in any matter or matters of procedure, unless in the opinion of the Council such informality or neglect has resulted in a situation which is unjust.
- (b) All acts done by any Trustee or group of Trustees shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person, be valid as if such person had been duly appointed.

## 20. PROVISION FOR DISSOLUTION

The Council shall be solely responsible for dissolving the Friends and upon dissolution the surplus assets (if any) of the Friends remaining after the satisfaction of all debts and liabilities shall not be paid to nor distributed amongst all the members of Friends but shall be given, or transferred, to such charitable institution or institutions as the members of the Friends shall at, or before, the time of dissolution, in General Meeting, determine with the approval of the Charity Commissioners.

## 21. LIABILITY OF TRUSTEES

- (a) Members of the Council will be indemnified out of the assets of the Friends in respect of any liabilities they incur as a result of entering into any contracts or doing any other thing on behalf of the Friends properly within their office or authority.
- (b) The Council may at its discretion and with the permission of the Charity Commissioners take out and maintain insurance for the benefit of members of the Council, volunteers and paid staff at the expense of the Charity, against liabilities incurred by them by reason of their office or their acting as Trustees.

Registered Charity Number 800482