

CONSTITUTION OF “ THE CHESTER HEART SUPPORT GROUP”

As amended 5/5/2014

As amended 4/5/2015

As amended 7/9/2015

PART 1

1. Adoption of the Constitution

The group will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. The Name

The group's name is “The Chester Heart Support Group”

3. The Objects

- 1) The relief of persons from Chester and surrounding areas, who are suffering from, or have suffered; heart disease or heart conditions (Cardiovascular disease) by providing help, support and information to such persons and their families and carers.
- 2) The relief of sickness and preservation and protection of good health of persons from Chester and the surrounding areas, who are suffering from or recovering from heart disease or heart conditions (cardiovascular disease) by the provision of facilities for exercise, recreation or leisure time with the aim to improve the conditions of life of those persons.

4. Application of the Income and Property

- 1) The income and property of the Group shall be applied solely towards the promotion of the Objects
- 2) A Trustee may pay out of, or be reimbursed from, the property of the Group reasonable expenses properly incurred by him or her when acting on behalf of the Group.
- 3) None of the income or property of the Group may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Group. This does not prevent:
 - a) A member who is also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Group.
 - b) A Trustee from: buying goods or services from the group upon the same terms as other members or members of the public. .
 - c) The purchase of indemnity insurance for the Trustees

against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Group but excluding

- 1) Fines
- 2) Costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer.
- 3) Liabilities to the group that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Group or in respect of which the person concerned did not care whether that conduct was in the best interests of the Group or not.
- 4) No Trustee may be paid or receive any other benefit for being a Trustee.

5. Dissolution

- 1) If the members resolve to dissolve the Group the Trustees will remain in office as Group Trustees and be responsible for winding up the affairs of the Group in accordance with this clause.
- 2) The Trustees must collect in all the assets of the Group and must pay or make provision for all the liabilities of the Group.
- 3) The Trustees must apply any remaining property or money
 - a) directly for the Objects
 - b) by transfer to any Charity or charities for purposes the same as or similar to the Charity.
 - c) In such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.
- 4) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraphs a) to c) inclusive in sub-clause 3 above.
- 5) In no circumstances shall the net assets of the Group be paid to or distributed among the members of the Group (except to a member that is itself a Charity)
- 6) The Trustees must notify the Commission promptly that the Group has been dissolved. If the Trustees are

obliged to send the Group's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Group's final accounts.

6. Amendments.

Subject to the following provisions of this clause the constitution may be amended 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 amendment proposal.

No amendment may be made which would have the effect of making the charity cease to be a charity at law.

The trustees must send to the Commission a copy of any amendment made within twenty one days of it being passed and keep a copy of any such amendment with this constitution.

PART 2

7. Membership

The membership is open to all who suffer from heart disease, heart conditions (cardiovascular disease) and any other heart related illness, together with their carers, partners, families and other interested parties.

An annual membership subscription is payable on 1st April, the amount due to be determined at the AGM or Special General Meeting.

New members are entitled to a pro rata subscription equivalent to the number of full quarters remaining before 31st March calculated from the date at which they join, i.e. a person joining in August would pay a pro rata subscription equivalent to two quarters.

7.1 SUBSCRIPTIONS

1. The Annual Subscription will be an amount as recommended by the Trustees and approved by a majority vote at the Annual General Meeting.
2. Subscriptions for the current year shall be due at the Annual General Meeting for the following 12 months.
3. Any member whose subscription is two months in arrears shall be notified by the Hon. Membership Secretary and, should it not be paid at the expiration of one month from the giving of such notice, the member shall be deemed to have terminated his/her membership of the Group. The member may be reinstated upon receipt of an application to re-join the Group and payment of the subscription due for that year.
4. The Trustees shall have the power to waive or reduce subscriptions in special circumstances for a period not exceeding one year.

Membership is not transferable to anyone else.

Only members who are 18 or over can become Trustees of the Group

The Trustees must keep a register of names and addresses of the members.

Membership is terminated if:

- 1) The member dies or the Group ceases to exist
- 2) The member resigns by written notice.
- 3) Any sum due from the member to the Charity is not paid in full within six months of it falling due.
- 4) The member is removed from membership by a resolution of the Trustees that it is in the best interests of the Group that his or her membership is terminated. A resolution may only be passed if :
 - a)-the member has been given 21 days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed.
 - b)- the member or, at the option of the member, the member's representative (who need not be a member of the Group) has been allowed to make representations to the meeting.

8 General Meetings.

- 1) The Annual General Meeting will be held annually in April, or the nearest possible month.
- 2) All general meetings other than annual general meetings shall be called special general meetings.
- 3) The Trustees may call a special general meeting at any time.
- 4) The Trustees must call a special general meeting if requested to do so in writing by at least ten members. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

9 Notice

- 1) The minimum period of notice required to hold any general meeting of the group is fourteen clear days from the date on which the notice is deemed to have been given.
- 2) The notice must specify the date, time and place of the meeting and

the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

- 3) The notice must be given to all the members and to the Trustees
- 4) No business shall be transacted at any general meeting unless a quorum is present. A quorum is one tenth of the total membership. If a quorum is not present the meeting shall be adjourned. The Trustees must re-convene the meeting and must give at least seven clear days' notice for this meeting stating date time and place of the meeting.

10 Chair.

- 1) General meetings shall be chaired by the person who has been elected as Chair, or the Vice Chair or another Trustee nominated by the Trustees shall chair the meeting.

11 Votes

- 1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

12 Officers and Trustees

The group shall be managed and administered by a committee comprising the Officers and other members in accordance with this Constitution. The Officers and other members of the committee shall be the Trustees of the Group and in this constitution are together called "the Trustees"

- 1) The Group shall have the following Officers.
Chair
Vice chair
Secretary
Treasurer
And up to six other members.
The Editor of the Group Newsletter need not be a member of the committee
- 2) A trustee must be a member of the Group and may not appoint or nominate a representative to act on his or her behalf at meetings of the Trustees.
- 3) In the event that one or more of the above posts in para (1) above cannot be filled by election at an Annual General Meeting, or a Special General Meeting called for the specific purpose of filling vacant Committee Posts, then any member of the Committee may fill that post until a subsequent election to fill vacancies is successful.

4) In the event that the provisions of para (3) above fail to fill a vacant Committee Post the Committee may call a Special General Meeting specifically for the purpose of filling Committee vacancies by;

- i. Seeking and approving nominations from the CHSG Membership
- ii. Approving a nomination proposed by the Committee of a suitably qualified individual who is not currently a member of the CHSG
- iii. Seek authority to dissolve the CHSG.

13. Appointment of Trustees.

- 1) Nominations for officers and trustees for those retiring at the annual general meeting shall be made in writing to the Secretary or from the floor at the annual general meeting.
- 2) Trustees are elected at the Annual General Meeting, or a Special General Meeting held specifically for the election of Trustees, by means of a ballot scrutinised by two members appointed by the Chair.
- 3) In the event of a single nomination for a vacant post, the person nominated will be declared elected.
- 4) Election will be by simple majority.
- 5) The Annual Meeting will take place in April or the nearest possible month after the financial year end, and will be notified to the membership in writing.
- 6) The six officers and trustees of the Group shall serve for a term of 3 years, renewable for a further 3 years subject to re-election.
- 7) Any trustee may retire before their 3 year term is reached subject to notice to the Chair.

14 Powers of Trustees.

The Trustees must manage the business of the Group and have the following powers in order to further the Objects (but not for any other purpose).

- a) To raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations.
- b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- c) To sell, lease or otherwise dispose of all or any part of the property

belonging to the Group, but they must comply with sections 36 and 37 of the Charities Act 1993.

- d) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
- e) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects.
- f) To obtain and pay for such goods and services as are necessary for carrying out the work of the Group.
- g) To open and operate such bank and other accounts as the Trustees consider necessary.
- h) To do all such other lawful things as are necessary for the achievement of the Objects.

15 Disqualification and Removal of Trustees.

A trustee shall cease to hold office if he or she:

- a) Is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993.
- b) Ceases to be a member of the Group
- c) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
- d) Resigns as a Trustee.
- e) Is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.
- f) Fails to adhere to the Trustees' Ground Rules despite repeated attempts to modify the Trustee's behaviour.

16 Proceedings of Trustees.

- 1) The Trustees shall meet monthly after the Group members meetings.
- 2) Any Trustee may call a meeting of the Trustees.
- 3) The secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- 4) Decisions arising at a meeting of trustees must be decided by a majority of votes, the person chairing the meeting shall have a second or casting vote.
- 5) No decision may be made by a meeting of the Trustees, unless a quorum is present at the time the decision is purported to be made.
- 6) The quorum shall be one third of the Trustees.
- 7) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

- 8) The person elected as Chair shall chair the meetings of the Trustees.
- 9) If the Chair is not present the Vice Chair may chair the meeting.
- 10) Only Trustees can authorise/request the setting up of working groups/sub committees. Such groups/committees do not have the authority to make decisions on behalf of Chester Heart Support Group but must report their findings/recommendations to the Trustees for discussion and decision making.

17 Minutes.

The Trustees must keep minutes of all:

- 1) Appointments of Officers and Trustees made by the Trustees,
- 2) Proceedings at meetings of the Group
- 3) Meetings of the Trustees and committees of 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.

18) Accounts, Annual Report and Annual Return

Charity trustees shall comply with the accounting requirements of the Charities Act 2006, relevant to the income/expenditure level of their charity, with regard to:

- The keeping of accounting records for the charity
- The preparation of annual statements of account for the charity;
- The auditing of the statements of account of the charity.
- The preparation of an Annual Report and the sending of it together with the statements of account to the Charity Commission;
- The preparation of an Annual Return and its transmission to the Commission.

The treasurer of the Group will maintain Deposit and Current accounts with a bank, approved by the Trustees.

The Bank Mandate shall carry the signatures of three officers of the Group and transactions to be signed by two of these signatories.

At each monthly meeting of the Trustees and the monthly meeting of members the Treasurer will report on recent income and expenditure.

Any reasonable expenses incurred by the trustees/members in meeting the group's objects will be reimbursed.

19) Registered particulars.

The Trustees must notify the Commission promptly of any changes to the Group's entry on the Central Register of Charities

20 Notices.

- 1) Any notice required by this constitution to be given to or by any person must be:
 - a) In writing; or
 - b) Given using electronic communications.

- 2) The Group may give any notice to a member either:
 - a) Personally; or
 - b) By sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - c) By leaving it at the address of the member; or
 - d) By giving it using electronic communications to the member's address.

- 3) A member who does not register an address with the Group or registers an address that is not within the United Kingdom shall not be entitled to receive any notice from the Group.

- 4) A member present in person at any meeting of the Group shall be deemed to have received notice of the meeting and of the purposes for which it was called.

21 Rules

- 1) The Trustees may from time to time make rules or bye-laws for the conduct of their business.

- 2) The bye-laws may regulate the following matter but are not restricted to them:
 - a) The admission of members of the Group and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - b) The procedure at general meetings of the Trustee in so far as such procedure is not regulated by this Constitution.
 - c) The keeping and authenticating of records.

- 3) The Group in general meeting has the powers to alter, add to or repeal the rules or bye-laws.

- 4) The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Group.

- 5) The rules or bye-laws shall be binding on all members of the Group. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

Confirmed by the following Trustees:-

Chairman – Mrs Elizabeth Kevan elected 02/07/2012

Vice Chairman – VACANT

Secretary - Mrs Ruth Overington elected 04/05/2015

Treasurer – Ms Barbara Jones elected 05/05/2014

Speakers Secretary – Mrs Thelma Reynolds elected 02/05/2011

Committee Member – Ms Christine Lloyd elected 02/05/2011

Committee Member – Mrs Cherry Gray elected 07/07/2013