

ASHFORD HOSPITAL BROADCASTING SERVICE

William Harvey Hospital – Ashford – Kent – TN24 0LZ

Registered in England as a charity no 263108

CONSTITUTION

adopted on the 21st October, 2012

A. NAME

1. The name of the Association is *The Ashford Hospital Broadcasting Service* (herein referred to as "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 ("the Executive Committee").

C. OBJECTS

1. The objectives of the Charity are to provide a service of entertainment and independent information to the health community and patients of the boroughs of Ashford and East Kent , by providing a local hospital broadcasting service.
2. In furtherance of these objectives the Charity shall:
 - i. work to provide a programme of interest and relevance to those involved in the local health community and especially those who are patients, sick, infirm or aged;
 - ii. make these programmes available to similar establishments and/or organisations, if appropriate;
 - iii. provide a "messenger service" and co-operate with other organisations providing a similar service locally, nationally and/or internationally;
 - iv. join, and maintain membership of, the National Association of Hospital Broadcasting Organisations (known as the Hospital Broadcasting Association).

D. POWERS

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

- i. 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;
- ii. power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objectives or similar charitable purposes and to exchange information and advice with them;

- iii. power to work with other community organisations who may provide programming to the station
- iv. power to establish or support any charitable trusts, associations or institutions formed for all or any part of the objects;
- v. power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- vi. power to do all such other lawful things as are necessary for the achievement of the objects.

E. MEMBERSHIP

1. Membership of the Charity shall be open to anyone over the age of 16 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 over the age of 18 shall have one vote.
3. Application for membership must be in writing and approved by the Executive Committee.
4. The Executive Committee shall have the power to offer honorary membership to any person it considers to be worthy.
5. The honorary officers may suspend a member on the grounds of action prejudicial to the interests of the charity. The notification of suspension must be made in writing, together with details of the member's right to be heard by the Executive Committee prior to any final decision.
6. The Executive Committee may, by unanimous vote and for good reason, terminate the membership of any individual, provided that the individual concerned shall have a right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made. This meeting must be held within 28 days.

F. HONORARY OFFICERS

1. At the annual general meeting of the Charity the members shall elect from amongst themselves, a chairman, secretary and a treasurer, who shall hold office from the conclusion of that meeting, for a period of 1 year.

G. EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of not less than 4 members nor more than 10 members being:
 - . the honorary officers specified in the clause F;
 - i. not less than 1 and not more than 7 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
 - ii. The Committee is to consist of: Chairman, Vice Chairman, Secretary, Treasurer, Public Relations Officer, Ward Visiting Co-ordinator, Fund Raising Officer, Technical Officer, Head of Programming

2. The Executive Committee may, in addition, appoint not more than 4 co-opted members, but so that no one may be appointed as a co-opted member if, as a result, more than one third of the Executive Committee would be co-opted 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 been vacated in which case the appointment shall run from the date when the post becomes vacant.
3. Members of the Executive shall remain on the Executive Committee for a period of 1 year, and shall retire on a rotational basis, at the end of the annual general meeting, but they may be re-elected or re-appointed.
4. At the first committee meeting of the new committee, committee members will vote two of their number to serve a two year tenure to ensure not all the officers shall retire at each annual general meeting, to ensure the continuity of operation & objectives.
5. 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.
6. Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would be disqualified under the provisions of the following clause.
7. No person shall be entitled to act as a member of the Executive Committee whether on a first or any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance, willingness and eligibility to act in the trusts of the Charity.

H. DETERMINATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

1. A member of the Executive shall cease to hold office if he or she:
 - . is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1993;
 - i. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - ii. is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolves that his or her office be vacated;
 - iii. 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

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) or receive

remuneration or be interested (otherwise 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 10 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 other members of the Executive Committee of the matters to be discussed but if the matters include 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 vote 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 casting vote.
5. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-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 this constitution.
7. The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry 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 such sub-committee shall be fully and promptly reported to the Executive Committee.

K. RECEIPTS AND EXPENDITURE

1. The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by 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 on the account must be signed by at least two members of the Executive Committee.
2. The funds belonging to the Charity shall be applied only in furthering the charity objects.

L. PROPERTY

1. Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause title to:
 - . all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities;
 - i. all investments held by or on behalf of the Charity;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 from the Executive Committee at their pleasure and shall act in accordance with lawful directions of the Executive Committee. Provided that they only act 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 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 Treasurer shall, on behalf of the Executive Committee, ensure that the Charity complies with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
 - . the keeping of accounting records for the Charity;
 - i. the preparation of annual statements of account for the Charity;
 - ii. the auditing or independent examination of the statements of account of the Charity;
 - iii. the transmission of the statements of account of the Charity to the Commissioners;
 - iv. The financial year of the Charity shall be from *1st September to 31st August*.

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 Commissioners.

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 Commissioners.

P. ANNUAL GENERAL MEETING

1. There shall be an annual general meeting of the Charity, which shall be held in the month of *September* in each year, or as soon as practicable thereafter.
2. The Executive Committee shall call every annual general meeting. The Secretary shall give at least 21 days notice of the annual general meeting to all members of the Charity. All members of the Charity shall be entitled to attend and vote at the meeting.
3. The elected chairman of Charity shall be the chairman for annual general meetings, but if he or she is not present, before any business is transacted, the persons present shall appoint a chairman for the meeting.
4. The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding financial year.
5. Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the Secretary of the Executive Committee at least 10 days before the annual general meeting. Should nominations exceed vacancies, election shall be by secret ballot.

Q. SPECIAL GENERAL MEETINGS

1. The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members, or one tenth of the members, whichever is greater, 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. PROCEDURES AT ALL MEETINGS

1. The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every 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 Secretary on behalf of the Executive Committee on any member either personally or by sending it through the post in a prepaid envelope addressed to such member at his or her last know address in the United Kingdom, and any letter so sent will be deemed to have been received within 10 days of posting.

T. RULES OF PROCEDURE

1. The Executive Committee may from time to time make such rules as they deem necessary or expedient or convenient for the proper conduct and management of the Charity. These rules will be binding on all members.
2. No rule shall be inconsistent with, or shall affect or repeal anything contained in this constitution.

U. 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 an Annual General Meeting, or Extraordinary General Meeting. The notice of the meeting must include notice of the resolution, setting out the terms of, and the reasons for the alteration proposed.
2. No amendment may be made to clause A, clause I, clause V 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 must send to the Commissioners a copy of any amendment made under this clause within 21 days of the change.

V. 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 on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be transferred or given to such other charitable 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 Commissioners.

W. ARRANGEMENTS UNTIL THE 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 signature appears at the bottom of this document.