**Constitution of**

**Birmingham IA**

**registered charity number 1049396; affiliated to Ileostomy and Internal Pouch Association (registered charity number 1172338)**

**as adopted on 21ST October 2017**

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**Constitution of Birmingham IA**

**ADOPTION**

1. **Adoption of the Constitution**

The Charity and its property will be administered and managed in accordance with this Constitution by the Executive Committee.

**INTERPRETATION**

1. **Interpretation**

The interpretation of this Constitution is governed by the provisions set out in the Schedule at the end of the clauses.

**NAME**

1. **Name**

The name of the Association is Birmingham IA (the “Charity”).

**OBJECTS AND POWERS**

1. **Objects**

The Charity’s objects (the “Objects”) are:

* 1. To help anyone living in the Birmingham area and elsewhere whose colon has been, or is about to be, removed by surgical procedure or who has an ileostomy or an internal pouch;
  2. To promote and co-ordinate research into bowel disease and other conditions leading to the removal of the colon, surgical procedures pertaining thereto, and related matters and further to promote the dissemination of knowledge gained by such research;
  3. To keep ileostomists and others informed of all matters of interest to the Charity by the periodic dissemination of information by way of publications, by arranging conferences, seminars and courses on topics of interest, and in any other manner which is charitable and which the Trustees consider appropriate.

1. **Powers**

To further the Objects the Charity may:

* 1. affiliate and collaborate with the National Association;
  2. assist in the provision of medical equipment, training and related support;
  3. appoint a Member Organisation Representative who shall be a member of the Charity and who shall, subject to the overriding discretion of the trustees of the National Association to decline to accept any persons as a member of the National Association, act as the Charity’s representative at meetings of the National Association’s National Council;
  4. provide and assist in the provision of money, materials or other help;
  5. organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
  6. publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
  7. promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
  8. provide or procure the provision of counselling and guidance;
  9. provide or procure the provision of advice;
  10. alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which charity may properly undertake in accordance with laws of all parts of the United Kingdom;
  11. enter into contracts to provide services to or on behalf of other bodies;
  12. acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
  13. dispose of or deal with all or any of the Charity’s property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the charity must comply as appropriate with the Charities Act 2011);
  14. borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the charity must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
  15. set aside funds for special purposes or as reserves against future expenditure;
  16. invest the Charity’s money not immediately required for its objects in or upon any investments, securities, or property;
  17. arrange for investments or other property of the Charity to be held in the name of a nominee or nominees and pay any reasonable fee required;
  18. lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
  19. open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
  20. accept (or disclaim) gifts of money and any other property;
  21. raise funds by way of subscription, donation or otherwise;
  22. trade in the course of carrying out the objects of the charity and carry on any other trade which is not expected to give rise to taxable profits, save that the terms of affiliation between the Charity and the National Association may control this and other matters with a view to ensuring efficient management of the affiliated charities;
  23. incorporate and acquire subsidiary companies to carry on any trade;
  24. subject to clause 6 (Limitation on private benefits):
      1. engage and pay employees, consultants and professional or other advisers; and
      2. make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
  25. establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
  26. become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the charity’s objects);
  27. undertake and execute charitable trusts;
  28. amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
  29. co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
  30. insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Charity;
  31. provide indemnity insurance for the Trustees or any other officer of the Charity in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to “charity Trustees” in the said Section 189(1) shall be treated as references to officers of the charity); and
  32. do all such other lawful things as may further the Objects.

**APPLICATION OF INCOME AND PROPERTY**

1. **Application of income and property**
   1. The income and property of the Charity shall be applied solely towards the promotion of the Objects.

***Permitted benefits to members***

* 1. No part of the income and property of the Charity may be paid directly or indirectly by way of profit to any member of the Charity. This shall not prevent any payment in good faith by the Charity of:
     1. any payments made to any member in his, her or its capacity as a beneficiary of the charity;
     2. reasonable and proper remuneration to any member for any goods or services supplied to the Charity;
     3. interest at a reasonable and proper rate on money lent by any member to the Charity; and
     4. any reasonable and proper rent for premises let by any member to the Charity.

***Permitted benefits to Trustees***

* 1. No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee of 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.
  2. If the Charity is registered with the Office of the Scottish Charity Regulator the additional requirements under section 67 of the Charities and Trustee Investment (Scotland) Act 2005 must be complied with.

**AFFILIATION**

1. **Affiliation to the National Association**

The Charity shall affiliate to the National Association and shall comply with the terms of affiliation set out in the Affiliation Agreement.

**EXECUTIVE COMMITTEE**

1. **Trustees’ general authority**

Subject to this Constitution, the Executive Committee is responsible for the management of the Charity’s business, for which purpose it may exercise all the powers of the Charity.

1. **Executive Committee may delegate**
   1. Subject to this Constitution, the Executive Committee may delegate any of its powers or functions to any sub-committee.
   2. Subject to the Constitution, the Executive Committee may delegate the implementation of its decisions or day to day management of the affairs of the Charity to any person or sub-committee.
   3. Any delegation by the Executive Committee may be:
      1. by such means;
      2. to such an extent;
      3. in relation to such matters or territories; and
      4. on such terms and conditions;

as the Executive Committee thinks fit.

* 1. The Executive Committee may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
  2. The Executive Committee may revoke any delegation in whole or part, or alter its terms and conditions.
  3. The Executive Committee may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

1. **Sub-committees**
   1. In the case of delegation to sub-committees:
      1. any sub-committee must consist of three or more Trustees;
      2. a majority of any sub-committee must always be ordinary members of the Charity, that is, a member in the category described at clause 29.1.1;
      3. the resolution making the delegation must specify those Trustees who shall serve or be asked to serve on the sub-committee;
      4. the deliberations of any sub-committee must be reported regularly to the Executive Committee and any resolution passed or decision taken by any sub-committee must be reported promptly to the Executive Committee and every sub-committee must appoint a secretary for that purpose;
      5. the Executive Committee may make such regulations and impose such terms and conditions and give such mandates to any sub-committee as they may from time to time think fit; and
      6. no sub-committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Executive Committee or in accordance with a budget which has been approved by the Executive Committee.
   2. The meetings and proceedings of any sub-committee shall be governed by this Constitution insofar as it relates to regulating the meetings and proceedings of the Executive Committee so far as those provisions apply and are not superseded by any regulations made by the Executive Committee.
2. **Delegation of day to day management powers**
   1. In the case of delegation of the day to day management of the Charity to a chief executive or other manager or managers:
      1. the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Executive Committee and (if applicable) to advise the Executive Committee in relation to such policy, strategy and budget;
      2. the Executive Committee shall provide any manager with a description of his or her role and the extent of his or her authority; and
      3. any manager must report regularly to the Executive Committee on the activities undertaken in managing the Charity and provide them regularly with management accounts which are sufficient to explain the financial position of the Charity.
3. **Delegation of investment management**
   1. The Executive Committee may delegate the management of investments to a Financial Expert or Financial Experts provided that:
      1. the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Trustees;
      2. timely reports of all transactions are provided to the Executive Committee;
      3. the performance of the investments is reviewed regularly with the Executive Committee;
      4. the Executive Committee is entitled to cancel the delegation arrangement at any time;
      5. the investment policy and the delegation arrangements are reviewed regularly;
      6. all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
      7. the Financial Expert or Financial Experts must not do anything outside the powers of the Executive Committee.
4. **Rules**
   1. The Executive Committee may from time to time make, alter or repeal such rules as they think fit for the management of the Charity and its affairs, 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.
   2. The rules may regulate the following matters but are not restricted to them:
      1. the duties of any officers or employees of the Charity;
      2. the admission of members of the Charity and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;
      3. the conduct of members of the charity in relation to one another, and to the Charity’s employees and volunteers;
      4. the conduct of business of the Executive Committee or any committee (including, without limitation, how the Trustees make decisions and how such rules are to be recorded or communicated to Trustees);
      5. the procedure at general meetings;
      6. any of the matters or things within the powers or under the control of the Trustees; and
      7. generally, all such matters as are commonly the subject matter of such rules.
   3. The members in general meeting have the power to alter, add to or repeal the rules.

**DECISION-MAKING BY TRUSTEES**

1. **Trustees to take decisions collectively**
   1. Any decision of the Executive Committee must be either:
      1. by decision of a majority of the Trustees present and voting at a quorate Executive Committee meeting; or
      2. a unanimous decision taken in accordance with clause 20.
2. **Calling a Trustees’ meeting**
   1. The Chair or any two Trustees may call an Executive Committee meeting.
   2. An Executive Committee meeting must be called by at least four Clear Days’ notice unless either:
      1. all the Trustees agree; or
      2. urgent circumstances require;

in which case the meeting may be held on shorter notice; or

* + 1. the matters to be discussed at the meeting include an appointment of a co-opted Trustee;

in which case not less than 21 days’ notice must be given.

* 1. Notice of Executive Committee meetings must be given to each Trustee.
  2. Every notice calling an Executive Committee meeting must specify:
     1. the place, day and time of the meeting;
     2. the matters to be discussed at such meeting; and
     3. if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
  3. Notice of Executive Committee meetings need not be in writing.
  4. Notice of Executive Committee meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

1. **Participation in Executive Committee meetings**
   1. Subject to this Constitution, Trustees participate in an Executive Committee meeting, or part of such a meeting, when:
      1. the meeting has been called and takes place in accordance with the Constitution; and
      2. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
   2. In determining whether Trustees are participating in an Executive Committee meeting, it is irrelevant where any Trustee is or how they communicate with each other.
   3. If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
2. **Quorum for Executive Committee meetings**
   1. At an Executive Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
   2. The quorum for Executive Committee meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than two, and unless otherwise fixed it is three or one-third of the total number of Trustees, whichever is the greater.
   3. If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision:
      1. to appoint further Trustees; or
      2. to call a general meeting so as to enable the members to appoint further Trustees.
3. **Chairing of Executive Committee meetings**

The Chair, if any, or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each Executive Committee meeting.

1. **Casting vote**
   1. If the numbers of votes for and against a proposal at an Executive Committee meeting are equal, the Chair of the meeting has a casting vote in addition to any other vote he or she may have.
   2. Clause 19.1 does not apply if, in accordance with this Constitution, the Chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.
2. **Unanimous decisions without a meeting**
   1. A decision is taken in accordance with this clause 20 when all of the Trustees indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. The Trustees cannot rely on this clause to make a decision if one or more of the Trustees has a Conflict of Interest which, under clause 21, results in them not being entitled to vote.
   2. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in Writing.
   3. The Trustees must prepare a minute of the decision in accordance with clause 40 (Minutes).
3. **Trustee interests and management of conflicts of interest**

***Declaration of interests***

* 1. Unless clause 21.2 applies, a Trustee must declare the nature and extent of:
     1. any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Charity; and
     2. any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Charity or his or her duties to the Charity.
  2. There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

***Participation in decision-making***

* 1. If a Trustee’s interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the charity, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee’s interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.
  2. If a Trustee’s interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
     1. the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:
        1. any benefit received in his, her or its capacity as a beneficiary of the Charity (which is not prohibited by clause 6.3) and which is available generally to the beneficiaries of the Charity;
        2. the payment of premiums in respect of indemnity insurance effected in accordance with clause 5.31; and
        3. reimbursement of expenses properly incurred; or
     2. a majority of the other Trustees participating in the decision-making process decide to the contrary,

in which case he or she must comply with clause 21.5.

* 1. If a Trustee with a conflict of interest or conflict of duties is required to comply with this clause 21.5, he or she must:
     1. take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;
     2. not be counted in the quorum for that part of the process; and
     3. withdraw during the vote and have no vote on the matter.

***Continuing duties to the charity***

* 1. Where a Trustee or any person Connected with him or her has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under this Constitution in respect of that conflict:
     1. the Trustee shall not be in breach of his or her duties to the charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and
     2. the Trustee shall not be accountable to the Charity for any benefit expressly permitted under this Constitution which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

1. **Register of Trustees’ interests**

The Trustees must ensure a register of Trustees’ interests is kept.

1. **Validity of Trustee actions**

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

**APPOINTMENT AND RETIREMENT OF TRUSTEES**

1. **Appointment of Trustees**
   1. Subject to clause 24.3, the Executive Committee shall comprise not less than five and not more than ten Trustees, being:
      1. the Honorary Officers specified in clause 25; and
      2. not less than two and not more than seven Trustees elected at the annual general meeting who shall hold office from the conclusion of that meeting.
   2. Subject to clause 24.3, the Executive Committee may in addition appoint not more than three co-opted Trustees but so that no-one may be appointed as a co-opted Trustee if, as a result, more than one third of the Executive Committee would be co-opted Trustees. Each appointment of a co-opted Trustee shall be made at a meeting of the Executive Committee and shall take effect immediately.
   3. A majority of the Executive Committee must always be ordinary members, that is, a member in the category described at clause 29.1.1.
   4. Nobody shall be appointed as a Trustee who:
      1. is aged under 18;
      2. would be disqualified under the provisions of clause 27; or
      3. would be disqualified under clause 29.2.
2. **Honorary Officers**

At the annual general meeting of the Charity the members shall elect from amongst themselves:

* 1. a Chair,
  2. a Secretary, and
  3. a Treasurer

(the “**Honorary Officers**”), each of whom shall hold office from the conclusion of that meeting.

1. **Retirement of Trustees**
   1. Subject to clause 26.4 (staggering expiry of terms for initial Trustees), Trustees shall retire from office at the end of the third annual general meeting next after the date on which they came into office but subject to clause 26.2 (maximum term) they may be re-elected or re-appointed.
   2. A Trustee who has served three consecutive terms of office must take a break from office and may not be reappointed until the earlier of:
      1. the anniversary of the commencement of his or her break from office; and
      2. the annual general meeting following the annual general meeting at which his or her break from office commenced.
   3. If the retirement of a Trustee under clause 26.1 causes the number of Trustees to fall below that set out in clause 24.1 then the retiring Trustee shall remain in office until a new appointment is made.
   4. The Executive Committee may cause some appointments under clause 24 to be for terms between 1 and 4 years to ensure there is sufficient continuity on the Executive Committee.
2. **Disqualification and removal of Trustees**

A Trustee shall cease to hold office if:

* 1. he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
  2. the Trustees reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
  3. notification is received by the Charity from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least five Trustees will remain in office when such resignation has taken effect);
  4. he or she fails to attend all Executive Committee meetings within a period of six months and the Executive Committee resolves that he or she be removed for this reason;
  5. at a general meeting of the Charity, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views; or
  6. at an Executive Committee meeting at which at least half of the total number of Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days’ notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Executive Committee.

**MEMBERS**

1. **Becoming a member** 
   1. Membership of the Charity shall be open to any person interested in furthering the Objects and who has paid the annual subscription laid down from time to time by the Executive Committee.
   2. The Executive Committee may at its discretion waive the requirement to pay all or part of the subscription described at clause 28.1.
2. **Categories of member**
   1. There shall be the following categories of membership:
      1. Ordinary membership which shall be open to anyone who has had, or is about to have, his/her colon removed by surgical procedure or who has an ileostomy or an internal pouch;
      2. Associate membership which shall be open to anyone not eligible for ordinary membership, but who wishes to join the Charity because he/she is interested in its work;
      3. Honorary membership which may only be conferred at the discretion of the Executive Committee.
   2. A member who is an employee or agent of a manufacturer or distributor of ostomy appliances, being an individual, may hold office within the Charity provided that he or she shall be bound by and shall adhere to all relevant data protection and conflict of interest policies adopted by the Charity from time to time (including, for the avoidance of doubt, policies adopted by the National Association that apply to the Charity).
3. **Subscriptions**

The Executive Committee may at their discretion levy subscriptions on members of the Charity at such rate or rates as they shall decide.

1. **Register of members**

The names of the members of the Charity must be entered in the register of members.

1. **Termination of membership**
   1. Membership is not transferrable.
   2. A member shall cease to be a member:
      1. If the member, being an individual, dies;
      2. on the expiry of at least seven Clear Days’ notice given by the member to the Charity of his, her or its intention to withdraw;
      3. if any subscription or other sum payable by the member to the Charity is not paid on the due date and remains unpaid and the Executive Committee resolves to remove the member on that ground. The Executive Committee may re-admit to membership any person removed from membership on this ground on him, her or it paying such reasonable sum as the Executive Committee may determine; or
      4. if the Executive Committee passes a unanimous resolution that the member be expelled on the ground that his, her or its continued membership is harmful to or is likely to become harmful to the interests of the Charity. Such a resolution may not be passed unless the member has been given at least 14 Clear Days’ notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Executive Committee. The member concerned is entitled to be accompanied by a friend if making representations in person to the Executive Committee. A member expelled by such a resolution shall nevertheless remain liable to pay to the Association any subscription or other sum owed by him, her or it.

**GENERAL MEETINGS**

1. **Annual general meeting**
   1. The Charity must hold an annual general meeting each year or as soon as practicable thereafter.
   2. At each annual general meeting the Executive Committee shall present to the meeting the report and accounts of the Charity for the preceding year.
   3. Nominations for election to the Executive Committee may be made at any time before the commencement of the annual general meeting. If nominations exceed vacancies, election shall be by ballot.
2. **Special general meetings**
   1. The Executive Committee may call a special general meeting of the Charity at any time.
   2. The Secretary must call a general meeting if required to do so by at least ten members. Any such request for a meeting must be made in Writing stating the business to be considered.
3. **Calling general meetings**
   1. The Secretary shall give at least 21 Clear Days’ notice of any general meeting to all the members of the Charity.
   2. Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
4. **Quorum for general meetings**
   1. No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.
   2. The quorum shall be either:
      1. three persons entitled to vote on the business to be transacted (each being an ordinary or honorary member or a proxy for such a member appointed in Writing by notice to the chair of the meeting); or
      2. one-tenth of the total membership (represented in person or by proxy);

whichever is greater.

* 1. If a quorum is not present within half an hour from the time appointed for the meeting:
     1. the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and
     2. failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

1. **Proceedings at general meetings**
   1. All members of the Charity (including ordinary, associate and honorary members) shall be entitled to attend and vote at the meeting.
   2. The Executive Committee Chair, or in his or her absence some other Trustee nominated by the Trustees, shall be the chair of every general meeting.
   3. Every member shall have one vote.
   4. A resolution put to the vote of a general meeting may be passed by a simple majority of votes cast at the meeting (including votes cast by postal ballot, and proxy votes).
   5. On a vote on a resolution at a meeting a declaration by the chair of the meeting that the resolution:
      1. has or has not been passed; or
      2. passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with clause 40 (Minutes) is also conclusive evidence of that fact without such proof.

* 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 Charity.

**ADMINISTRATIVE**

1. **Irregularities**

The proceedings at any meeting or on the taking of any poll or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

1. **Notices**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the 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 48 hours after posting.

1. **Minutes**
   1. The Executive Committee must cause minutes to be made:
      1. of all appointments of officers made by the Trustees;
      2. of all resolutions of the Charity and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and
   2. of all proceedings at meetings of the Charity and of the Trustees, and of sub-committees of Trustees, including the names of the Trustees present at each such meeting;
   3. and any such minute, if purported to be signed (or in the case of minutes of Trustees’ meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the Chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings.
2. **Records and accounts**
   1. The Trustees shall comply with the requirements of the Charities Act 2011 as to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Charity Commission of:
      1. annual reports
      2. annual returns; and
      3. annual statements of account.
3. **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 this Constitution without the prior written consent of the National Association.
   3. No amendment may be made to clause 3 (the name of the Charity clause), clause 4 (the objects clause), clause 6.3 (Executive Committee members not to be personally interested clause), clause 43 (the dissolution clause) or this clause without the prior consent in writing of the Charity Commission.
   4. No amendment may be made which would have the effect of making the Charity cease to be a Charity at law.
   5. The Executive Committee should promptly send to the Charity Commission a copy of any amendment made under this clause.

**WINDING UP THE CHARITY**

1. **Dissolution**

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 Commissioners.

**SCHEDULE**

INTERPRETATION – DEFINED TERMS

1. In this Constitution, unless the context requires otherwise, the following terms shall have the following meanings:

|  |  |
| --- | --- |
| **Term** | **Meaning** |
| * 1. **“Address”** | includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means; |
| * 1. **“Affiliation Agreement”** | the affiliation agreement as agreed between the Charity and the National Association from time to time; |
| * 1. **“Chair”** | has the meaning given in clause 25; |
| * 1. **“charitable”** | means charitable in accordance with the law of England and Wales provided that nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008. For the avoidance of doubt, the system of law governing the constitution of the Charity is the law of England and Wales; |
| * 1. **“Charity”** | Birmingham IA; |
| * 1. **“Charity Commission”** | means the Charity Commission for England and Wales, sometimes referred to in this constitution as the “Commissioners”; |
| * 1. **“Clear Days”** | in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect; |
| * 1. **“Connected”** | any person falling within one of the following categories:  (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or  (b) the spouse or civil partner of any person in (a); or  (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or  (d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital; |
| * 1. **“Constitution”** | this constitution of the Charity; |
| * 1. **“Document”** | includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form; |
| * 1. **“Electronic Form” and “Electronic Means”** | communication by email, or following particular or general email notification any website, or any other electronic/form means approved by resolution of the Executive Committee and/or by members’ resolution; |
| * 1. **“Executive Committee”** | the Trustees of the Charity collectively; |
| * 1. **“Financial Expert”** | an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000; |
| * 1. **“Hard Copy” and “Hard Copy Form”** | paper copy or similar form capable of being read; |
| * 1. **“Honorary Officers”** | has the meaning given at clause 25; |
| * 1. **“National Association”** | means the Ileostomy and Internal Pouch Association (registered company number 10375943) a charity registered with the Charity Commission for England and Wales with number 1172338); |
| * 1. **“Secretary”** | the secretary of the charity (if any); |
| * 1. **“Trustee”** | a trustee of the Charity; and |
| * 1. **“Writing”** | the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise. |

1. Any reference in this Constitution to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.