

THE CONSTITUTION OF
THE LEAGUE OF FRIENDS OF THE SHREWSBURY AND TELFORD HOSPITAL
(Revised 22 May 2024)

1. The Name of the Association is “The League of Friends of the Shrewsbury and Telford Hospital”

2. DEFINITIONS: in this Constitution,

- a) The expression “The Friends” or “Friends” means the Association constituted by this Constitution
- b) The expression “The Committee” means the Executive Committee for the time being of The Friends as hereinafter constituted
- c) The expression “the Secretary” means the Organising Secretary for the time being of The Friends
- d) The expressions “this Constitution” or “The Constitution” includes any amendment or alteration thereof for the time being in force
- e) The expression “SaTH” refers to the healthcare facilities and operations provided by the Shrewsbury and Telford Hospital NHS Trust at its Shrewsbury and Telford sites or any successors thereof
- f) The expression “electronic means” refers to email and such other normal forms of electronic communication as are current at the time of transmission

3. OBJECTS AND POWERS (“Objects”)

The Objects of The Friends shall be to relieve the needs of patients of the Shrewsbury and Telford Hospital NHS Trust (the Trust) who are sick, mentally and/or physically disabled, infirm, or in need of assistance, and generally to support the charitable work of the Trust and its successors.

- a. To inform and educate the public in the needs of the patients of SaTH and to mobilise, encourage, foster and maintain the interest and support of the public
- b. To supplement the service provided by SaTH for the health, welfare and comfort of the patients therein, by the provision of services, facilities, buildings and equipment which may be required for the treatment of such patients, or for the efficient running of SaTH
- c. To raise funds and to invite and receive contributions from any person or persons or organisations whatsoever by way of subscription, donation or otherwise
- d. To take and accept gifts or property, whether subject to any special trust or not, for the Objects of the Friends
- e. To foster co-operation and communication between Friends, Local Authorities and the Trust
- f. To give and exchange information and advice and to promote education in all matters relating to hospitals and hospital management

- g. To publish, or contribute to the publication of, any papers, books, periodicals, reports or other documents
- h. To hold conferences, meetings, lectures, exhibitions and discussions
- i. To provide, or assist in the provision of, amenities in SaTH for patients, visitors and staff, including the provision and running of Friends' hospital shops and associated activities
- j. To recruit, and assist in the recruitment of, Friends' voluntary and paid workers
- k. To undertake and execute any charitable trust
- l. To assist with the establishment of new Friends branches and to give support to branch groups of The Friends
- m. To provide for the engagement of such professionals as may be necessary to accomplish any of the above Objects and to agree and provide for, their remuneration
- n. To do all such things as are necessary for the attainment of the above Objects and to monitor the use of The Friends' money and resources

4. MEMBERSHIP

The subscribers to this Constitution and such other persons as the Committee shall admit to membership shall be members of The Friends and the Committee shall have power to award honorary membership at its discretion and on such terms as it sees fit.

5. SUBSCRIPTIONS

- a. For members other than those awarded honorary membership, there shall be a subscription at a rate or rates determined at the Annual General Meeting of The Friends.
- b. The Committee shall have the authority to alter the rate of subscriptions without reverting to the Annual General Meeting of The Friends.

6. OFFICERS AND COMMITTEE

- a. There shall be a committee and the business of The Friends shall be conducted and managed by The Committee who may exercise all such powers of The Friends and do on behalf of The Friends all such acts as may be lawfully exercised and done by The Friends and that are not by this Constitution required to be exercised or done by The Friends in a General Meeting.
- b. The Committee shall consist of the Treasurer of The Friends and not less than eleven nor more than fourteen other persons. No person shall be a member of the Committee who is not a member of The Friends. Should a member of the Committee fail to attend three consecutive meetings of The Committee then that person will automatically cease to be a member of The Committee unless there are extenuating circumstances with which The Committee agrees.
- c. At the conclusion of the Annual General Meeting each year one third of the members for the time being of The Committee, or if their number is not three or a multiple of three, then the nearest to one third shall retire from office.

- d. The members of The Committee to retire in each year shall be those who have been longest in office since their last election, but as between persons who became members of The Committee on the same day those to retire shall (unless they agree otherwise among themselves) be determined by lot.
- e. Retiring members of The Committee shall be eligible for re-election.
- f. The Committee shall elect a Chair to chair the meetings of The Committee and at any meeting of The Committee at which the Chair is not present they may elect one of their number to chair the meeting. The term of office of the Chair shall not exceed three consecutive years unless the Committee agrees to extend the term of office. The Committee may also elect a Vice-Chair.
- g. By a majority of votes The Committee shall appoint a Treasurer who shall become a member of The Committee and shall fix the period of his/her appointment. The Committee may at any time remove the Treasurer from office and appoint some other person in his/her place.
- h. The Committee may elect any member of the Friends to be a member of The Committee to fill any vacancy and to hold office until the conclusion of the Annual General Meeting then next following.
- i. The Committee may from time to time elect to honorary membership such persons as it shall deem to have rendered exceptional service to the Friends.
- j. The Committee may meet together for the conduct of business, adjourn and otherwise regulate their meetings as they see fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second, or casting vote. Any member of The Committee may, and the Secretary on the requisition of members shall, at any time summon a meeting of The Committee. At least four meetings of The Committee shall be held in each calendar year.
- k. The quorum necessary for the transaction of the business of The Committee may from time to time be fixed by The Committee and unless so fixed shall be six.
- l. The continuing members of The Committee may act notwithstanding any vacancy in their body, but if and for so long as their number is reduced below eight, the continuing members of The Committee may act for the purpose of increasing the number of members of The Committee or of summoning a General Meeting of The Friends and not for any other purpose.
- m. The Committee may delegate any of its powers to sub-committees consisting of such members of The Friends as it may think fit. All actions of such sub-committees shall be reported to, and confirmed by, The Committee as soon as possible and any sub-committee so formed shall, in the exercise of its powers so delegated, conform to any regulation that may be imposed on it by The Committee.
- n. The sub-committee(s) shall elect a Chair of its meetings who shall be an existing member of The Committee and the provision of paragraph (j) of this section (except as to the number of meetings) shall apply mutatis mutandis to any sub-committee. In the event of the Chair of a sub-committee not being present, the members of the sub-committee shall elect one of their number (being a member of The Committee) to chair the meeting(s). In the event that a member of The Committee is not present at such meeting(s) the members of the sub-committee shall elect any one of their number and

that person (or a deputy) shall be entitled to attend but not vote at the next meeting of The Committee.

- o. All acts done by any meeting of The Committee or of any sub-committee or by any person acting as a member of The Committee or of any sub-committee 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.
- p. The Committee shall appoint the Secretary who may (but need not) be a member of the Committee and shall fix the period of his/her appointment and his/her remuneration. The Committee may at any time remove the Secretary and appoint some other person in his/her place.

7. GENERAL MEETING

- a. An Annual General Meeting of The Friends shall be held in each calendar year and at a date not later than fifteen months after the last Annual General Meeting. The Chair of General Meetings shall be the Chair of The Committee or in his/her absence the members shall elect a Chair from amongst themselves.
- b. The Committee may at any time call an Extraordinary General Meeting and must do so if requested in writing by not fewer than thirty members of The Friends.
- c. The Secretary shall give at least fourteen calendar days' notice in writing of General Meetings and the purpose thereof to all members entitled to receive notices of such meetings.
- d. At a General Meeting each member shall have one vote. Voting shall be by a show of hands only unless a ballot is demanded by not less than six members present.
- e. The Chair's direction as to how a ballot is to be taken, his/her declaration as to the result of any voting and his/her decision on any question of procedure or point of order at a General Meeting shall be considered final. In the event of an equal vote, the Chair shall have a casting vote.
- f. No vote may be cast by proxy.
- g. 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 for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day the next week at the same time and place. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

8. ACCOUNTS

These shall be prepared annually and laid before the Friends at a General Meeting together with an audited Statement of Accounts and a report of The Friends' activities.

9. CESSATION OF MEMBERSHIP

If the subscription of any member shall be in arrears and unpaid for a period exceeding eleven calendar months the Treasurer or the Secretary shall give him/her notice in writing that unless he/she pays the arrears within fourteen days after service of such notice he/she will be deemed to have resigned from membership.

10. NOTICES

If a member has given to the Secretary a postal address within the British Isles, or an electronic address, for the giving of notices (and not otherwise) he/she shall be entitled to receive notices of all General Meetings of The Friends. The notice may be given by The Friends to any member either by delivering by hand to him/her or posting to his/her postal address or by the sending of an electronic communication to his/her electronic address. Where such notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the said notice, and to have been effected in the case of a notice of a meeting at the time of which the letter would have been delivered in the ordinary course of the appropriate class of post.

11. PROPERTY

- a. The money and property of The Friends not immediately required for the purposes of The Friends may be held or vested in such manner as The Committee may from time to time determine.
- b. Cheques drawn on behalf of The Friends, and payments by electronic means, shall be signed/ authorised by such persons as The Friends shall from time to time direct, subject to a minimum of two authorised signatories.

12. REMUNERATION

All Officers shall be honorary save that The Committee, when the Secretary is not a member of the Committee, may pay him/her such remuneration as they think fit. The Committee may appoint and employ such assistant secretaries or other staff as they think fit. They shall appoint and pay proper remuneration to Auditors.

13. RISK MANAGEMENT

The Committee in all its actions and decisions shall have due regard to the Health and Safety of its members, employees and the general public as required by Statute and shall ensure that appropriate measures are taken to mitigate risks, including the performance of formal risk assessments where deemed appropriate and necessary.

14. ALTERATION OF THE CONSTITUTION

The Friends may, by a majority of not less than two-thirds of the members present at a General Meeting alter, add or delete any of the Objects of The Friends and alter the Constitution, provided that the notice of intention to propose such alteration, addition or deletion and the details thereof, are served upon each member with the notice required to be given by Item 7 c) above and provided also that no alteration in the Objects of The Friends shall be made which would authorise the application of the moneys or property of The Friends for Objects which are not charitable.

15. INFORMALITIES

No action or decision of The Committee or any meeting of The Friends shall be invalidated by reason only of informality or neglect in any services of notices or in any matters or matters of procedure, unless in the opinion of The Committee such informality or neglect has resulted in a situation which is unjust.

16. PROVISION FOR DISSOLUTION

Upon dissolution of The Friends, 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 the members of The Friends but shall be given or transferred to such charitable organisation or organisations as the members of The Friends shall, at or before the time of dissolution, in General Meeting, by a majority of not less than two-thirds of the members present, determine, with the approval of the Charity Commission or its successors.

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