



CONSTITUTION

THE CONSTITUTION OF THE ASSOCIATION

1 NAME

The name of the charity (hereinafter called 'the Association') is the British Association for Immediate Care

2 OBJECT

The object of the Association is to promote the relief of persons suffering injury or illness by the provision of Immediate Medical Care.

3 DEFINITIONS

“Immediate Medical Care” is the provision of skilled medical help at the site of an accident or other medical emergency or in transit. It also encompasses the medical aspect of the management of major incidents, mass gathering medicine and disaster medicine.

4 POWERS

- a To raise and maintain standards of immediate medical care and training of all those who undertake to practise the discipline. In so doing the Executive Council and/or the Annual General Meeting may promulgate recommended codes of practice, codes of conduct and systems of accreditation and audit which shall apply equally to all classes of members as appropriate. Such promulgations shall be made available to the membership and may be published in the Newsletter, relevant journals or appropriate websites;
- b Without engaging in party political activities of a non-charitable nature, to make known views and policies and experience of the Association in immediate care work to official and unofficial bodies on matters related to immediate care;
- c To join or to subscribe to any body whether incorporated or unincorporated for the furtherance of the Association's object provided such action shall not constitute a merger with or take over by that body without the express consent of an Annual or Extraordinary General Meeting;
- d To purchase, take on lease, hire or otherwise acquire for the purpose of the Association any real or personal property, and in particular any lands, buildings, furniture, books, periodicals, apparatus, conveniences and accommodation which may be requisite for the purpose. of or capable of being used in conjunction with the object of the Association, and to sell, demise, mortgage or otherwise dispose of the same provided that such activities shall not be deemed to be permanent trading. Provided that any property or assets held by the Association save for cash at the Bank shall be held by Trustees nominated by the Executive Council;
- e To enter into any contracts, undertakings, or arrangements with any organisations or persons for the benefit of the Association and/or its members;
- f To raise money by subscription and to grant rights and privileges to members as decided by the governing body;
- g To raise funds and to invite and receive contributions provided that in raising funds the Executive Council shall conform to any relevant requirements of the law;
- h to employ such staff (who shall not be members of the Executive Council) as are necessary for the proper pursuit of the object and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff;
- i To do all such other lawful things as are necessary for the achievement of the object.

5 MEMBERSHIP OF THE ASSOCIATION

- a Membership shall be subject to the payment of an annual subscription laid down from time to time by the Executive Council as directed by an Annual General Meeting. Members must remain in good standing with the Association and appropriate professional bodies.
- b Full membership is open to any individual fully registered medical practitioner, registered nurse, registered paramedic or person with equivalent qualification and with appropriate experience as specified in the byelaws. In addition full membership may be opened to other individuals by special

approval of the Executive Council to those who have demonstrated particular experience in Immediate Care but do not meet the above criteria. Each full member shall be entitled to one vote.

- c The Association has a number of non-voting classes which are defined within the bye-laws.
- d All applications for membership will be subject to approval by the executive council.
- e Membership of the Association does not constitute recognition of skill or competence.
- f All members, whatever their class of membership are expected to at all times to uphold the best interests of the Association. The Trustees may by resolution terminate the membership of any members on the ground that in their reasonable opinion the member's continued membership would be harmful to the Charity. The Trustees may only pass such a resolution after notifying such member in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice.
- g In the event of a member's expulsion it will be at the discretion of the Executive Council whether any fees or subscriptions paid by the member are returned.
- h In the event that a member is suspended or erased by his/her professional body from the relevant professional register then such member is automatically deemed to have been expelled from the Association at the same time.

6 SUBSCRIPTIONS

The subscription year shall run from 1 April to 31 March the following year or such other times as determined by a General Meeting. All classes admitted may be required to pay a joining fee in addition to the current annual subscription. The amount will be decided by the Executive Council and approved by those with voting rights at the Annual General Meeting. The annual subscription may be applied pro rata for those joining during the year. Members who fail to pay their membership fee by 30 April will be deemed to have terminated their membership and all rights of membership shall be withdrawn.

7 NOTICES

A notice may be given to Members either

- a Personally;
- b Or by sending it by post to them at their registered address supplied to the Association for the purpose. Where a notice is sent by post, service of this notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected in the case of the notice of a General Meeting at the expiration of five calendar days after the letter is put into the post as a prepaid letter;
- c Or by E-mail to the address supplied to the Association for the purpose. Where a notice is sent by E-Mail, service of this notice shall be deemed to be effected by properly addressing and sending the E-Mail containing the notice and to have been effected in the case of the notice of a General Meeting at the expiration of one calendar day after the E-Mail has been sent unless a failure notification is received.
- d Notification by e-mail will be deemed sufficient unless a member has specifically requested that notification is by post.

8 GENERAL MEETINGS

a Annual General Meeting

The Association shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year. Not more than eighteen months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall be held at such time and place as may be fixed by the Executive Council, and if no time is so fixed shall be held on the first Saturday in December, and if no place fixed shall be held at the registered offices of the Association.

b Business of the Annual General Meeting

The business of the Annual General Meeting shall include

- i To receive the minutes of the previous Annual General Meeting.
- ii To receive the Trustees annual report, which will include the accounts, balance sheets, and auditors report and such other business as shall be contained within the bye-laws.
- iii To amend or alter the Constitution of the Association. All such proposed amendments shall:
 - be circulated in the notice convening the Annual General Meeting;
 - require a two-thirds majority of those present and eligible to vote;
 - take effect at the conclusion of the meeting during which the resolution was passed, unless the resolution specifies an effective date.
- iv To set subscriptions for the coming year.
- v To transact other business previously notified to the Honorary Secretary in sufficient time as to be included in the notice of business convening the Annual General Meeting.
- vi To transact urgent business brought forward by the Executive Council and such business as shall be deemed appropriate by the chairman.
- vii To appoint Scrutineers to oversee elections.
- viii To ratify the nominations for the Officers of the Association as recommended by the Executive Council.
- ix To confirm the results of the elections to the Executive Council
- x To answer questions which must be received by the Honorary Secretary a minimum of 10 calendar days before the meeting.

c Extraordinary General Meetings

- i All general meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
 - ii The Executive Council may whenever it thinks fit and shall upon a requisition made in writing by any one fifth of the full membership convene an Extraordinary General Meeting. An Extraordinary General Meeting will be called if a requisition is received by the Honorary Secretary (sent by registered mail and addressed to the Association's registered office). A requisition must state the objects of the meeting and must be signed by the requisitionists and may consist of several documents in like form each signed by one or more requisitionist. If the Council does not within twenty one calendar days from the date of the deposit of the requisition proceed duly to convene an Extraordinary General Meeting the requisitionists, or any one hundred of them, may themselves convene a meeting for the objects specified in the requisition. Any meeting so convened shall not be held after the expiration of ninety calendar days from the same date. A meeting convened by the requisitionists shall be convened in the same manner as nearly as possible as that in which the General Meetings are to be convened by the Executive Council.

Notice of Meetings and Procedure at Meetings

d Annual General Meeting

The Honorary Secretary shall give at least ninety calendar days notice of the date of the Annual General Meeting and at least twenty-eight calendar days notice of the business to be transacted. Notices shall specify the time and place of the meeting and the general nature of the business to be transacted and shall specify the meeting to be the Annual General Meeting. Copies of the notice must be despatched to all members of the Association, members of the Executive Council and the Auditors, and where appropriate to the Charity Commissioners.

e Extraordinary General Meetings

The Honorary Secretary shall give twenty one calendar days notice of an Extraordinary General Meeting and shall with that notice send notice of the motion or object of the Extraordinary General Meeting.

f Chairman

Every meeting of the Association shall be presided over by the Chairman, or in his absence by a Vice-Chairman. The Executive Council members present may choose one of their number to take

the chair if at any meeting neither the Chairman nor a Vice-Chairman be present within fifteen minutes of the time appointed for holding the meeting, or be unwilling to preside.

g **Quorum**

- i No business shall be transacted at a General Meeting unless a quorum of full members is present at the time when the meeting proceeds to business. A quorum shall consist of at least two elected Officers of the Association and twenty full members.
- ii Where a quorum does not exist at the appointed time the chairman of the meeting shall adjourn the start to allow late comers to join and a quorum to be established.
- iii Where after a reasonable period of time a quorum has not gathered the chairman of the meeting may at his discretion elect to continue a meeting recording the wishes of those voting members present of that meeting for discussion at the next General Meeting.

At the start of the meeting or prior to any postal vote if a member has a conflict of interest (for example personal, professional or financial) in a matter to be discussed at a meeting, he or she must:

- o declare that conflict of interest at the meeting before discussion on the matter;
- o be absent from that part of the meeting unless expressly invited to remain in order to provide information;
- o not be counted in the quorum for that part of the meeting;
- o be absent during the vote and have no vote on the matter.

h **Minutes of all General Meetings**

The Executive Council is responsible for the minutes of all General Meetings and should record:

- i The names of those present at the meeting, including the names of Schemes represented by voting delegates at the meeting.
- ii The names of those members and Schemes who have sent an apology for absence.
- iii Summaries of the proceedings of the meeting to include all resolutions and motions (including the names of those proposing and seconding) with the outcome of the same summarised as passed or rejected.

i **Voting**

Each full member, provided that the relevant subscription is not in arrears, shall be entitled to one vote. The Chairman of a General Meeting shall not be entitled to vote except in the case of an equality of votes when he/she shall have one casting vote. Voting at a General Meeting will be conducted by a show of coloured cards.

j **Proxy Voting**

Proxy voting by full members is permitted providing that their vote is registered with the Honorary Secretary (or nominated deputy) no later than one week in advance of the meeting. Proxy votes shall be given by the Honorary Secretary (or nominated deputy) as the votes are taken for and against.

9 OFFICERS OF THE ASSOCIATION

a **The Officers of the Association shall be:**

- i. The Chairman.
- ii. Immediate Past Chairman
- iii. The Honorary Secretary
- iv. The Honorary Treasurer
- v. The Vice-Chairman/men

b **Nomination of Officers**

- i The Executive Council shall nominate full members to be Officers and shall present their nominations for ratification by the voting members at the Annual General Meeting.

Nominations for Officers shall be circulated to the membership with the Annual General Meeting agenda.

- ii In the event of the Annual General Meeting not ratifying any nomination the Chairman shall call for nominations from full members for the positions and shall subsequently proceed to a postal vote. Until the postal vote is completed the current officer would remain in that position.

c Terms of Office

- i The Chairman shall serve for three years in the first instance and shall be eligible, subject to re-nomination by the Executive Council and ratification by the Annual General Meeting to serve a second consecutive three year term.
- ii The Honorary Secretary shall serve for three years in the first instance and shall be eligible upon re-nomination by the Executive Council and ratification at the Annual General Meeting to serve a second consecutive three year term.
- iii The Vice-chairman/men shall serve for three years in the first instance and shall be eligible upon re-nomination by the Executive Council and ratification at the Annual General Meeting to serve a second consecutive three year term.
- iv The Honorary Treasurer shall serve for three years in the first instance and shall be eligible upon re-nomination by the Executive Council and ratification by the Annual General Meeting to serve a second consecutive three year term.
- v The term of office for the Officers of the Association excepting the Honorary Treasurer, shall run from the end of the Annual General Meeting at which they were appointed until the end of the third Annual General Meeting following.
- vi The term for Honorary Treasurer shall be to coincide with the Associations financial year and shall commence at the start of the next financial year following the Annual General Meeting at which he/she was elected and shall continue for three years. During the interim period between the end of the Annual General Meeting and the beginning of the new financial year, he/she will be Treasurer elect.
- vii Upon completing his/her term in office, an Officer would then be eligible for election to the Executive Council

d Casual Vacancies

If at any time a casual vacancy occurs through death, resignation or non-ratification of appointment of one of the Officers of the Association, the Executive Council may appoint a full member to that office until the next Annual General Meeting or postal vote as appropriate. Any member so appointed shall retain that office only until the next Annual General Meeting but shall then be eligible for election to that office for a full term by the Annual General Meeting.

10 THE EXECUTIVE COUNCIL

The Executive Council

- a. The governing body of the Association shall be called the Executive Council and shall consist of the Officers of the Association and a maximum of twelve elected full members of the Association. At least two thirds of the elected members of the Executive Council must be registered medical practitioners and at least one seat must be available to be held by a registered nurse and one seat available to be held by a registered paramedic or person with equivalent qualification.
- b. The term of office for elected voting members of Executive Council shall be for three years, renewable for further periods of three years subject to re-election. If at any time casual vacancies occur the Executive Council, the Officers may conduct a postal vote to elect new members if considered necessary.
- c. Executive Council members may serve a maximum continuous period of 6 years as ordinary members of Council. A one year break would then be necessary before being re-nominated for election to Executive Council.

- d. On an annually renewable basis the Executive Council may invite relevant organisations to send named representatives as observers who may address the Executive Council upon invitation by the Chairman but shall have no voting rights.
- e. Other Individuals (for example committee chairmen or geographical representatives) may be invited to sit on the Executive Council in an advisory capacity on an annual but renewable basis for their particular expertise, as the Executive Council feels prudent, but whilst they have speaking rights, they shall have no voting rights.
- f. No person may be invited to serve on the Executive Council who would be unable to fulfil the requirements of being a charity trustee.
- g. Determination of Membership of Executive Council
Any Officer or member of the Executive Council shall cease to hold office if he or she:
 - i. is disqualified from acting as a member of the Executive Council by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - ii. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - iii. ceases to be a full member of the Association;
 - iv. is absent without permission of the Executive Council from 75% or more of their meetings held within a period of twelve months and the Executive Council resolve that his/her office be vacated;
 - v. notifies to the Executive Council a wish to resign (but only if at least six members of the Executive Council (including Officers) will remain in office when the notice of resignation is to take effect);
 - vi. fails to declare a material conflict of interest.
- h. Executive Council Members not to be personally interested
No member of the Executive Council shall acquire any interest in property belonging to the Association (otherwise than as a trustee for the Association) or receive remuneration or be interested (otherwise than as a member of the Executive Council) in any contract entered into by the Association.

In the event of a Trustee having a conflict of interest (for example personal, professional or financial) in a matter to be discussed at a meeting of the Trustees or a committee, he or she must:

- i. declare a conflict of interest before the meeting or at the meeting before discussion on the matter;
- ii. be absent from that part of the meeting unless expressly invited to remain in order to provide information;
- iii. not be counted in the quorum for that part of the meeting;
- iv. be absent during the vote and have no vote on the matter.

11 CHARITY TRUSTEES

- a. The elected members of the Executive Council and the Officers of the Association will be the Charity Trustees and as such will be subject to a number of important legal duties which are set out by the Charity Commissioners. All prospective Charity Trustees must make themselves familiar with their responsibilities.
- b. Trustees can, on condition, insure themselves out of the funds of the charity against personal liability arising from acts properly undertaken in the administration of the charity or acts undertaken in breach of trust but under an honest mistake.

12 PROCEEDINGS AND FUNCTIONS OF THE EXECUTIVE COUNCIL

The business of the Association shall be managed by the Executive Council which will meet not less than 3 times per year.

- a The quorum necessary for the transaction of business shall be one half of the voting members of the Council.
- b The Executive Council will be responsible for producing, amending and making available bye-laws in support of the constitution. A simple majority of the complete Executive Council will be necessary for adding or amending any bye-laws. Such bye-laws will include, but not be restricted to, the constitution and mode of operation of committees, working groups and other groups, the procedures for conduct at annual and extraordinary general meetings and the use of the title of the Association or its logo by members or schemes. The Executive Council shall be responsible for the interpretation of the Constitution and bye-laws and any appendix thereto.
- c The Executive Council will have the power to appoint a Chief Executive to execute the business of the Association and the obligations imposed upon the Honorary Secretary and the Honorary Treasurer.
- d The Executive Council may appoint committees or working parties (as defined in the byelaws) to conduct delegated business of the association and report back to the Executive Council.

13 ACCOUNTS

The Executive Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of the Act) and any other relevant legislation with regard to:

- a the keeping of accounting records for the Association;
- b the preparation of annual statements of account for the Association;
- c the auditing or independent examination of the statements of account of the Association; and
- d the transmission of the statements of account of the Association to the Charity Commission,
- e the Statement of Accounts shall be signed on behalf of the Executive Council by the Honorary Treasurer and Chairman (or Vice-Chairman) of the Executive Council of the Association, and the Auditor's report shall be attached to the balance sheet and report, and shall be read before the Association in General Meeting and shall be open to inspection by any Member

14 AMENDMENTS TO CONSTITUTION

- a The Constitution except clause 2 may be amended, altered, repealed or added to by a resolution passed by a two thirds majority of voting members at a General Meeting convened and conducted in accordance with clause 8. No amendment shall be made to this Constitution, however, which would cause the Association to cease to be a Charity at Law or conflict with any relevant legislation. Notices of amendments of the Constitution should be invited through the notice sent to members at least ninety calendar days before the Annual General Meeting and should be received by the Honorary Secretary at least sixty three calendar days before the Annual General Meeting. Such amendments should be proposed and seconded by full members and should then be circulated to members at least forty two calendar days before the Annual General Meeting.
- b The Executive Council should promptly send to the Charity Commissioners a copy of any amendment made under this clause.
- c No amendment may be made to clauses 1, 2, 11b, 16, or this clause without the prior consent in writing of the Commissioners.

15 ANNUAL REPORT AND RETURN

The Executive Council 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 annual return and its transmission to the Commissioners.

16 DISSOLUTION

If the Executive Council decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, of which not less than twenty one calendar 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 voting the Executive Council shall have power to realise any assets held by or on behalf of the Association. 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 Association as the members of the Association may determine or failing that shall be applied for some other charitable purpose (as approved by the Charity Commission). A copy of the statement of accounts, or account and statement, for the final accounting period of the Association must be sent to the Commissioners.