

Headlines



Constitution of

Headlines Craniofacial Support

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Revision Standard

Initial issue (Issue 1); adopted 24th March 1996

Issue 1, Amendment 1; adopted at AGM held 24 April 2005.

(a) 'Definition of Quorum at General Meeting', §18 (2) replaced.

(b) (also known as "Headlines – Craniofacial Support") added to §1

Issue 1, Amendment 2; adopted at AGM held 22 September 2018.

CONSTITUTION HEADLINES CRANIOFACIAL SUPPORT

1. Name

The name of the association is Headlines Craniofacial Support and in this constitution it is called the "Charity".

2. Administration

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 7 of this Constitution (the "Executive Committee").

3. Objects

The objects of the Charity are to:

- (1) Support people with craniosynostosis and rare craniofacial conditions throughout their life to overcome the physical, psychological and social impacts of living with these conditions;
- (2) Raise awareness and educate people to improve public understanding of craniosynostosis and rare craniofacial conditions; and
- (3) Support research that seeks to advance understanding, ensures the provision of quality care, and identifies the best treatments for craniosynostosis and rare craniofacial conditions.

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.

4. Powers

The Charity has power to do all lawful things which are designed to further its objects or are conducive or incidental to doing so. In particular, but without limitation, the Charity's powers include the power to:

- (1) Create a positive supportive network of parents, families and professionals in order to share ideas, experiences and give emotional support;
- (2) Provide help to adults, children and families in their understanding of their condition and support them throughout their lives;
- (3) Promote research into the understanding and management of craniosynostosis and rare craniofacial conditions, including research into the quality of care; encouraging patient engagement in research; publishing the useful results thereof; and supporting and collaborating with organisations undertaking research into craniosynostosis and rare craniofacial conditions;

- (4) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions or otherwise PROVIDED THAT the Charity shall not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (5) Promote and support all activities leading to an improved quality of life for people with craniosynostosis and rare craniofacial conditions;
- (6) Employ and pay any person or persons (who shall not be members of the Executive Committee) to supervise, organise and carry on the work of the Charity and make all reasonable and necessary provision for the payment of pensions and benefits;
- (7) Bring together in conference representatives of voluntary organisations, government departments, the medical profession and allied health professionals, statutory authorities and individuals;
- (8) Attend, arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- (9) Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas;
- (10) Undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Charity;
- (11) Cause to be written and printed or otherwise reproduced and circulated, including through digital media, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or video or both) as shall further the said objects;
- (12) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the Charity;
- (13) Make regulations for any property which may be so acquired;
- (14) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Charity;
- (15) Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary;
- (16) Invest the money of the Charity not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law; and
- (17) Establish local branches (whether autonomous or not).

5. Membership

- (1) Full membership of the Charity shall be open to persons over the age of 18 years,

interested in furthering the objects and who have paid the annual subscription, if any, laid down from time to time by the Executive Committee.

- (2) Every full member shall have one vote and be placed on the member database.
- (3) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

6. Honorary officers

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

7. Executive Committee

- (1) The Executive Committee shall consist of not less than 5 but no more than 15 members being:
 - (a) The 3 honorary officers specified in the preceding clause;
 - (b) Additional members elected at the annual general meeting who shall hold office from the conclusion of that meeting; and
 - (c) Co-opted members appointed in accordance with clause 7(2).
- (2) The Executive Committee may appoint up to 5 co-opted members to the Executive Committee provided that no one may be appointed as a co-opted member if:
 - (a) The total number of members of the Executive Committee would then exceed the maximum specified in clause 7(1); and/or
 - (b) As a result, more than one-half of the members of the Executive Committee would be co-opted members.

Each appointment of a co-opted member shall be made at a meeting of the Executive Committee called under clause 10 and shall take effect from the end of that meeting, unless the appointment is to fill a place which has not yet been vacated, in which case the appointment shall run from the date when the post becomes vacant. All co-opted members shall retire at the next annual general meeting of the Charity but may at that meeting stand for election to the Executive Committee.

- (3) All honorary officers and elected member of the Executive Committee shall retire from office at the end of five years after the date on which they came into office, but they may be re-elected for a further five years.
- (4) 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.
- (5) Nobody, who is aged under 18, shall be appointed as a member of the Executive

Committee or who would, if appointed, be disqualified under the provisions of the following clause.

- (6) No person shall be entitled to act as a member of the Executive Committee, whether on a first or on any subsequent entry into office, until after signing a declaration of acceptance, eligibility and of willingness and commitment to act in the best interests of the Charity.

8. Determination of membership of Executive Committee

A member of the Executive Committee shall cease to hold office if he or she:

- (1) Is disqualified from acting as a charity trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) Is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated for this reason; or
- (4) Resigns by written notice to the Executive Committee (but only if at least five members of the Executive Committee will remain in office when the notice of resignation is to take effect).

9. Executive Committee members not to be personally interested

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 Executive Committee.

10. Meetings and proceedings of the Executive Committee

- (1) The Executive Committee shall hold at least four meetings each year. A meeting may be called at any time by the chair or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed, provided that if the matters include the appointment of a co-opted member then not less than 10 days' notice must be given.
- (2) The chair shall act as chair at meetings of the Executive Committee. If the chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chair 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. For the purposes of this clause 10, 'present' includes being present by electronic means agreed by the Executive Committee by which a participant or participants may communicate with all the other participants; provided that at least two meetings per calendar year must be held 'face-to-face' and at such meetings, a member of the Executive Committee shall only be counted in the quorum if attending the meeting in person.

- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question, but in the case of an equality of votes the chair of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes 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, policies and procedures 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 supervising 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-committees shall be fully and promptly reported to the Executive Committee.

11. 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, or electronic payments made from the account authorised by, at least two members of the Executive Committee, or by one member of the Executive Committee and one member of staff, except that no member of the Executive Committee or member of staff shall be permitted to sign a cheque or authorise an electronic payment to themselves.
- (2) The assets of the Charity shall be applied only in furthering its objects.

12. Property

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - (a) All land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
 - (b) 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 at any time by the Executive Committee at its sole discretion. Holding trustees shall act only in accordance with the lawful directions of the Executive Committee and provided they act in such manner, shall not be liable for any acts and/or defaults of the Executive Committee or its members.

- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the 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.

13. Accounts

The Executive Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) The keeping of accounting records for the Charity;
- (2) The preparation of annual statements of account for the Charity;
- (3) The auditing or independent examination of the statements of account of the Charity; and
- (4) The transmission of the statements of account of the Charity to the Charity Commission for England & Wales.

14. Annual Report

The Executive Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission for England & Wales.

15. Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission for England & Wales.

16. Annual general meeting

- (1) There shall be an annual general meeting of the Charity which shall be held in the month of June in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- (3) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- (4) Nominations for election to the Executive Committee (whether as an honorary officer or as an additional elected member) 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 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

17. Special general meetings

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members 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.

18. Procedure at general meetings

- (1) The chair of the Charity shall chair at general meetings, but if he or she is not present, before any other business is transacted, the persons present at that meeting shall appoint one of their number to act as chair of that meeting.
- (2) 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.
- (3) The quorum for a general meeting shall be 20 members of the Charity whether present in person or by proxy. All members of the Charity have voting rights.
- (4) If a quorum is not present within half an hour from the time appointed for a general meeting; or if during a general meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Executive Committee shall determine. The Executive Committee must re-convene the meeting and must give at least 7 clear days' notice of the re-convened meeting stating the date time and place of the meeting. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

18A. Proxy votes

- (1) A member of the Charity may appoint another person as his or her proxy to exercise all or any of his or her rights to attend and speak and vote at a general meeting. A proxy must vote in accordance with any instructions given by the member who appointed them.
- (2) A proxy may only be appointed by a notice in writing to the Executive Committee (a "Proxy Notice") which:
 - (a) States the name and address of the member appointing the proxy;
 - (b) Identifies the person appointed as proxy and the general meeting in relation to which that person is appointed;
 - (c) Is signed by or on behalf of the member appointing the proxy;
 - (d) Is delivered to the Executive Committee not less than 48 hours before the general meeting or adjourned meeting to which it relates;
 - (e) Is in accordance with the Constitution and any instructions contained in the notice of general meeting to which it relates; and
 - (f) Specifies how the proxy is to vote (or that the proxy is to abstain from voting) in respect of the resolutions at that general meeting, as set out in the notice to the meeting.

- (3) A person appointed as proxy:
 - (a) Shall have discretion as to how to vote on any resolutions validly put to the meeting that were not specified in the notice of the general meeting; and
 - (b) May act as a proxy in relation to any adjournment of the general meeting as well as the meeting itself.
- (4) An appointment under a Proxy Notice:
 - (a) May be revoked at any time prior to the general meeting to which it relates by delivery of a notice in writing to the Executive Committee given by or on behalf of the member concerned; and
 - (b) Shall automatically be revoked without the need for written notice, if the member who made the appointment attends in person the general meeting (or any adjournment thereof) to which the appointment relates.

19. 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 electronically or 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 within 2 days of posting or sending electronically.

20. 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 clause 1 (name of charity), clause 3 (objects), clause 9 (Executive Committee members not to be personally interested), clause 21 (dissolution) or this clause without the prior consent in writing of the Charity Commission for England & Wales.
- (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 shall promptly send a copy of any amendment made under this clause to the Charity Commission for England & Wales.

21. 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 Charity Commission for England & Wales.