

# **Governing Document of the Gloucestershire GP Education Association**

## **1. NAME**

The name of the Association is the "Gloucestershire GP Education Trust"

## **2. OBJECTS**

The Association's objects ("the Objects") are:-

2.1. To relieve sickness and to preserve and protect the good health of the public and to advance education by supporting the education and continuing professional development of General Practitioners and others working in primary care in the National Health Service in Gloucestershire, and to disseminate information amongst those working within primary care in Gloucestershire for such purpose.

## **3. POWERS**

The Executive Committee may exercise the following powers in order to further the Objects (but not for any other purpose):-

3.1. to raise funds provided that the Association must not undertake any substantial trading activity and must comply with any relevant statutory regulations.

3.2. to borrow money; the Association may charge the whole or any part of the property belonging to the charity, as security for repayment of the money borrowed.

3.3. to invest the money not immediately required for such objects in or on 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.

3.4. to employ and pay any person or persons not being members of the Committee to supervise, organise and carry on the work of the Association.

3.5. subject to such consents as may be required by law, to purchase, take on lease, or in exchange, hire or otherwise acquire any property and any right and privileges necessary for the promotion of such objects and construct, maintain or alter any buildings

or erections necessary for the work of the Association. The Association may make regulations for any property which may be so acquired.

3.6. subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.

3.7. to accept gifts or raise money for the Association's objects on such terms and on such security as shall be thought fit.

3.8. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.

3.9. to open and operate such bank and other accounts as the Committee consider necessary and to invest funds and delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act 2000.

3.10. to do all such other lawful things as are necessary for the attainment of the Association's objects.

3.11. To bring together in conference representatives of voluntary organisations, Government Departments, Statutory Authorities and individuals working within primary care.

3.12. To encourage, promote or assist in promoting and carrying out research, surveys and investigations, and arrange for publication of the useful results of such research, surveys and investigations.

3.13. To arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses and the provision of information and advice to medical professionals in Gloucestershire.

3.14. To collect and disseminate information on all matters affecting the education of medical professionals and exchange such information with other bodies having similar objects to the Association whether in this country or overseas

3.15. To procure to be written and to print, publish, issue and circulate papers, books, periodicals, pamphlets or other documents or films or recorded tapes or electronic educational materials.

3.16. To procure to be written and to print, publish, issue and circulate papers, books, periodicals, pamphlets or other documents or films or recorded tapes or electronic educational materials.

#### **4. APPLICATION OF THE INCOME AND PROPERTY**

4.1. The income and property of the Association shall be applied solely towards the promotion of the Objects.

4.2. A Member of the Committee may pay out of, or be reimbursed from, the property of the Association reasonable expenses properly incurred by him or her when acting on behalf of the Association.

4.3. None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Association. This does not prevent:

- (a) a member who is not also a Member of the Committee from receiving reasonable and proper remuneration for any goods or service supplied to the Association;
- (b) a Member of the Committee from buying goods or services from the Association upon the same terms as other members or members of the public;
- (c) the purchase of indemnity insurance for the Members of the Committee against any liability that by virtue of any rule of law would otherwise attach to a trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Association but excluding:
  - (i) fines;
  - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of a fraud, dishonesty or wilful or reckless misconduct of the Member of the Committee or other officer;
  - (iii) liabilities to the Association that result from conduct that the Member of the Committee or other officer knew or ought to have known was not in the best interests of the Trust or in respect of which the person concerned did not care whether that conduct was in the best interests of the Association or not.

4.4. No Member of the Committee may be paid or receive any other benefit for being a Member of the Committee.

4.5. A Member of the Committee must absent himself or herself from any discussions of the Members of the Committee in which it is possible that a conflict will arise between

his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

4.6. In this Clause 4, "Member of the Committee" shall include any person firm or company connected with the Member of the Committee.

## **5. DISSOLUTION**

5.1. If the members resolve to dissolve the Association, the Members of the Committee will remain in office as charity trustees and be responsible for winding up the affairs of the Trust in accordance with this clause.

5.2. The Members of the Committee must collect in all the assets of the charity and must pay or make provision for all the liabilities of the Association.

5.3. The Members of the Committee must apply any remaining property or money:

- (a) directly for the Objects;
- (b) by transfer to any charity or charities for purposes the same as or similar to the Association;
- (c) in such other manner as the Charity Commissioners for England and Wales ("the Commission") may approve in writing in advance.

5.4. The members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which the Members of the Committee are to apply the remaining property or assets of the Association and the Members of the Committee must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause 5.3 above.

5.5. In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself a charity).

5.6. The Members of the Committee must notify the Commission promptly that the charity has been dissolved. If the Members of the Committee are obliged to send the Association's accounts to the Commission for the accounting period which ended before its dissolution, they must send to the Commission the Trust's final accounts.

## **6. AMENDMENTS**

6.1. Any provision contained in this constitution may be amended provided that:

- (a) no amendment may be made that would have the effect of making the Association cease to be a charity at law;
- (b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Association;
- (c) no amendment may be made to clause 4 without the prior written consent of the Commission;
- (d) any resolution to amend the provisions of this constitution or to dissolve the charity is passed by not less than two thirds of the members present and voting at a general meeting.

6.2. A copy of any resolution amending this constitution must be sent to the Commission within twenty one days of it being passed.

6.3. No alteration of this governing document or any special resolution shall have retrospective effect to invalidate any prior act of the Committee.

## **7. MEMBERSHIP**

7.1. Full membership of the Association shall be open to:-

- (a) all General Medical Practitioners working within Gloucestershire whether on a full-time, part-time or locum basis; and
- (b) organisations which are approved by the Committee.

7.2. Honorary members shall be retired General Medical Practitioners and such other persons as the Committee shall determine.

- 7.3.
- (a) The Members of the Committee may also refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application.
  - (b) The Members of the Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - (c) The Members of the Committee must consider any written representations the applicant may make about the decision. The Members of the Committee's decision following any written representations must be notified to the applicant in writing but shall be final.

- 7.4. Membership is not transferable to anyone else.
- 7.5. The Members of the Committee must keep a register of names and addresses of the members which must be made available to any member upon request.
- 7.6. Full members and Honorary members shall pay such annual fee as the Committee shall from time to time determine.

## **8. TERMINATION OF MEMBERSHIP**

Membership shall be terminated if:

- 8.1. the member dies or, if it is an organisation, ceases to exist;
- 8.2. the member resigns by written notice to the Association unless, after the resignation, there would be less than two members;
- 8.3. any sum due from the member is not paid in full within one month of it falling due;
- 8.4. the member is removed from membership by a resolution of the Members of the Committee that it is in the best interests of the Association that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Members of the Committee at which the resolution will be proposed and the reasons why it is to be proposed;
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Trust) has been allowed to make representations to the meeting.

## **9. GENERAL MEETINGS**

- 9.1. The Trust must hold a general meeting within twelve months of the date of the adoption of this constitution.
- 9.2. An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 9.3. All general meetings other than annual general meetings shall be called special general meetings.
- 9.4. The Members of the Committee may call a special general meeting at any time.

9.5. The Members of the Committee must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Members of the Committee fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

## **10. NOTICE**

10.1. The minimum period of notice required to hold any general meeting of the Trust is fourteen clear days from the date on which the notice is deemed to have been given.

10.2. A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

10.3. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

10.4. The notice must be given to all the members and to the Members of the Committee.

## **11. QUORUM**

11.1. No business shall be transacted at any general meeting unless a quorum is present.

11.2. A quorum is:

(a) four members entitled to vote upon the business to be conducted at the meeting; or

(b) one tenth of the total membership at the time,

whichever is the greater.

11.3. The authorised representative of a member organisation shall be counted in the quorum.

11.4. If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the Members of the Committee shall determine.

11.5. The Members of the Committee must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

11.6. If no quorum is present at the reconvened 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.

## **12. CHAIRMAN**

12.1. General meetings shall be chaired by the person who has been elected as Chairman of the Committee.

12.2. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a Member of the Committee nominated by the Members of the Committee shall chair the meeting.

12.3. If there is only one Member of the Committee present and willing to act, he or she shall chair the meeting.

12.4. If no Member of the Committee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

## **13. ADJOURNMENT**

13.1. The members present at a meeting may resolve that the meeting shall be adjourned.

13.2. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

13.3. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

13.4. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

## **14. VOTES**



14.1. Each full member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

14.2. A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

## **15. REPRESENTATIVES OF OTHER BODIES**

15.1. Any organisation that is a member of the Association may nominate any person to act as its representative at any meeting of the Trust.

15.2. The organisation must give written notice to the Association of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Association. The nominee may continue to represent the organisation until written notice to the contrary is received by the Association.

15.3. Any notice given to the Trust will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Association shall not be required to consider whether the nominee has been properly appointed by the organisation.

## **16. HONORARY OFFICERS**

16.1. The Association shall elect a Chairman, a Vice Chairman, Treasurer, Secretary and such other Honorary Officers as the members shall from time to time decide.

16.2. Honorary Officers must be full members of the Association.

## **17. EXECUTIVE COMMITTEE**

17.1. The policy and general management of the affairs of the Association shall be directed by an Executive Committee ("the Committee") which shall meet not less than twice a year and shall consist of:-

- (a) the Honorary Officers, (being the Chairman, Vice-Chairman, Secretary and Treasurer);
- (b) up to three other elected members of the Association;

- (c) up to 4 co-opted persons who shall be persons who by reason of their experience and qualifications are able to contribute to the work of the Association, and who shall be co-opted by the elected Members of the Committee for a period of up to 3 years.

17.2. One representative from each of the following organisations shall be entitled to attend meetings of the Executive Committee as observers but not vote:-

- (a) Gloucestershire Sessional Doctors;
- (b) Gloucestershire Local Medical Committee;
- (c) Gloucestershire Trainers.

17.3. The first Honorary Officers and Members of the Executive Committee shall be those persons elected at the meeting at which this constitution is adopted.

17.4. A Member of the Committee may not appoint anyone to act on his or her behalf at meetings of the Committee.

17.5. The members of the Committee shall be elected at the Annual General Meeting of the Trust.

17.6. Election to the Committee shall be for terms of three years. Elected Members of the Committee shall retire at the end of the three year term but shall be eligible for re-election.

17.7. Any casual vacancy in the Committee may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until conclusion of the next Annual General Meeting of the Association and shall be eligible for election to the Committee at that meeting.

17.8. The proceedings of the Committee shall not be invalidated by any failure to elect, or any defect in the election, appointment, co-option or qualification of, any Member of the Committee.

17.9. The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committee shall be reported back to the Committee as soon as possible.

## **18. DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COMMITTEE**

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

18.1. is disqualified from acting as a Member of the Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

18.2. (in the case of an elected Member of the Committee) ceases to be a member of the Association;

18.3. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

18.4. resigns as a Member of the Committee by notice to the Association (but only if at least two Members of the Committee will remain in office when the notice of resignation is to take effect);

18.5. in the case of a co-opted Member of the Committee, is removed by a resolution of [two thirds] of the elected Members of the Committee; or

18.6. is absent without the permission of the Members of the Committee from all their meetings held within a period of six consecutive months and the Members of the Committee resolve that his or her office be vacated.

## **19. MEETINGS OF THE EXECUTIVE COMMITTEE**

19.1. The Members of the Committee may regulate their proceedings as they think fit, subject to the provisions of this constitution.

19.2. Any Member of the Committee may call a meeting of the Members of the Committee.

19.3. The secretary must call a meeting of the Members of the Committee if requested to do so by a Member of the Committee.

19.4. Questions arising at a meeting must be decided by a majority of votes.

19.5. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

19.6. No decision may be made by a meeting of the Members of the Committee unless a quorum is present at the time the decision is purported to be made.

19.7. The quorum shall be two or the number nearest to one third of the total number of Members of the Committee, whichever is the greater or such larger number as may be decided from time to time by the Members of the Committee.

19.8. A Member of the Committee shall not be counted in the quorum present when any decision is made about a matter upon which that Member of the Committee is not entitled to vote.

19.9. If the number of Members of the Committee is less than the number fixed as the quorum, the continuing Members of the Committee or Member of the Committee may act only for the purpose of filling vacancies or of calling a general meeting.

19.10. The person elected as the Chair shall chair meetings of the Members of the Committee.

19.11. If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Members of the Committee present may appoint one of their number to chair that meeting.

19.12. The person appointed to chair meetings of the Members of the Committee shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Members of the Committee.

19.13. A resolution in writing signed by all the Members of the Committee entitled to receive notice of a meeting of Members of the Committee or of a committee of Members of the Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Members of the Committee or (as the case may be) a committee of Members of the Committee duly convened and held.

19.14. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Members of the Committee.

## **20. IRREGULARITIES IN PROCEEDINGS**

20.1. Subject to sub-clause 20.2 of this clause, all acts done by a meeting of Members of the Committee, or of a committee of Members of the Committee, shall be valid notwithstanding the participation in any vote of a Member of the Committee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if, without:

- (i) the vote of that Member of the Committee; and

(ii) that Member of the Committee being counted in the quorum,

the decision would have been made by a majority of the Members of the Committee at a quorate meeting.

20.2. Sub-clause 20.1 of this clause does not permit a Member of the Committee to keep any benefit that may be conferred upon him or her by a resolution of the Members of the Committee or of a committee of Members of the Committee if the resolution would otherwise have been void.

20.3. No resolution or act of:

(a) the Members of the Committee;

(b) any committee of the Members of the Committee;

(c) the Association in general meeting,

shall be invalidated by reason of the failure to give notice to any Member of the Committee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Association.

## **21. MINUTES**

The Members of the Committee must keep minutes of all:

21.1. appointments of Officers and Members of the Committee made by the Members of the Committee;

21.2. proceedings at meetings of the Association;

21.3. meetings of the Members of the Committee and committees of Members of the Committee including:

(a) the names of the Members of the Committee present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate, the reasons for the decisions.

## **22. ANNUAL REPORT AND RETURN AND ACCOUNTS**

22.1. The Members of the Committee must comply with their obligations under the Charities Act 1993 with regard to:

- (a) the keeping of accounting records for the Association which shall be kept by the Honorary Treasurer;
- (b) the preparation of annual statements of account for the Association;
- (c) the transmission of the statements of account to the members of the Association;
- (d) the preparation of an annual report and its transmission to the Commission;
- (e) the preparation of an annual return and its transmission to the Commission.

22.2. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Members of the Committee are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

22.3. The auditors shall be appointed and their remuneration determined by the members in general meeting.

### **23. REGISTERED PARTICULARS**

The Members of the Committee must notify the Commission promptly of any changes to the Association's entry on the Central Register of Charities.

### **24. PROPERTY**

24.1. The Members of the Committee must ensure the title to:

- (a) all land held by or in trust for the Association that is not vested in the Official Custodian of Charities; and
- (b) all investments held by or on behalf of the Association,

is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

24.2. The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Members of the Committee and that if they do so they will not be liable for the acts and defaults of the Members of the Committee or of the members of the Association.

24.3. The Members of the Committee may remove the holding trustees at any time.

## **25. REPAIR AND INSURANCE**

The Members of the Committee must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Association (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

## **26. NOTICES**

26.1. Any notice required by this constitution to be given to or by any person must be:

- (a) in writing; or
- (b) given using electronic communications.

26.2. Notice may be given to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communications to the member's address.

26.3. A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.

26.4. A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.

- 26.5. (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (b) Proof that a notice contained in an electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given.
- (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

## 27. RULES

27.1. The Members of the Committee may from time to time make rules or bye-laws for the conduct of their business.

27.2. The bye-laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the Association (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;
- (c) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the Members of the Committee in so far as such procedure is not regulated by this constitution;
- (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the Association to be kept in electronic form and require a Member of the Committee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
- (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

27.3. The Association in general meeting has the power to alter, add to or repeal the rules or bye-laws.

27.4. The Members of the Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Association

27.5. The rules or bye-laws shall be binding on all members of the Association. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

19 September 2006