



Freeman Heart & Lung Transplant Association

Registered Charity Number 700730

www.fhlta.org.uk

President: Prof. John Dark, MB FRCS (Heart/Lung Surgeon)
Vice Presidents: Dr Gareth Parry MB FRCP (Edin) (Consultant Cardiologist)
Prof Paul Corris MB FRCP (Consultant Respiratory Physician)

Rules as adopted at an Extra Ordinary General Meeting on Monday, 4th November 2013 at The Institute of Transplantation, Freeman Hospital, Newcastle upon Tyne NE7 7DN

1. The name of the Association is the Freeman Heart & Lung Transplant Association

2. Preliminary

In these rules:

- (a) The expression "The Association" means the Association constituted by these rules.
- (b) The expression "The Committee" means the Committee for the time being of the Association being in force.
- (c) The expression "The Rules" include any amendment or alteration thereof for the time being in force.

3. Objects and Powers

Objects

1. To relieve heart & lung transplant patients of the Freeman Hospital, who are sick and convalescing by:
 - a. Providing advice, either general or specific in any matter relating to transplantation.
 - b. Providing specific financial assistance, if needed, but only for the purchase of medical equipment, facilities for recreation with a view to improve the patient's conditions of life, travel to and from hospital appointments and costs involved in participating in transplant sports events.
2. To advance the education of the public by giving and sharing information in all matters relating to transplantation and to mobilise, foster and maintain the interest and support of the public in transplant hospitals.
3. To provide and assist in the provision of amenities in the Freeman Hospital, including equipment and to the furtherance of education in staff for the benefit of Heart & Lung transplant patients.
4. To encourage members to develop skills in sport and to support them in taking an active part in representing the Association in transplant competitions.
5. To engage in any other lawful venture which attain to the above.

Powers

1. To hold meetings and discussions.
2. To raise funds and to invite and receive contributions from any persons or organizations whatsoever by way of subscriptions, donations or otherwise.
3. To administer the Association's accommodation, and charge appropriate fees to cover the administration costs, primarily for the benefit of full members and their respective carers but secondarily for non heart and lung transplantees and their carers where it is deemed fit and right to do so.
4. To promote by any lawful means the need for Organ Donation and the importance of the Donor Register.

4. Membership

Full membership of the Association shall be open to anyone who has had a heart and/or lung transplant.

Associate Membership shall be open to relatives and friends of Full Members and any person who supports the Objects of the Association.

5. Subscriptions

There shall be no charge for membership of the Association

6. Committee

- 1) There shall be a Committee and the business of the Association shall be conducted and managed by the Committee who may exercise all such powers of the Association and do, on behalf of the Association, all such acts as may be exercised and done by the Association and are not by these rules required to be exercised by the Association at a General Meeting.
- 2) The Committee shall consist of the following:

Chairperson, Vice Chairperson, Secretary, Treasurer plus other full members subject to a maximum of twelve. Only full members shall be a member of the committee except in special circumstances e.g. there is not enough heart or lung transplant members to serve at any one time. Any non transplant serving on the committee shall have a vote.
- 3) At the Annual General Meeting for the year 2013 and at every subsequent Annual General Meeting, the officers in (2) above will be elected for a minimum of three years to ensure continuity. One third of all other members, or the nearest to one third shall retire from the committee.
- 4) The members of the Committee to retire 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 (unless otherwise agreed among themselves) shall be determined by lot.
- 5) Members retiring from the Committee shall be eligible for re-election subject to there being no new applications for membership of the committee. New application for committee membership, if approved by the committee, shall have priority over retiring members wishing to be re-elected.
- 6) The Committee may elect any Member of the Association to be a member of the Committee to fill any vacancy to hold office until the next Annual General Meeting.
- 6a) The Committee may co-opt any member of the Association, in addition to the maximum of twelve, provided the services of the co-opted member offers value to the Association by way of expertise or other benefits. Such co-opted members will not have voting rights but may debate and fully engage in the discussions of the committee from time to time.
- 7) The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority vote. In the case of equality in votes the Chairman shall have a second or casting vote. At least four meetings shall be held in each calendar year.
- 8) The quorum necessary for the transaction of business of the Committee may from time to time be fixed by the Committee and unless so fixed shall be four.
- 9) The continuing members of the Committee may act, notwithstanding any vacancy in their body, but if and so long as their number is reduced below four 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 Association and not for any other purpose
- 10) The Committee may delegate any of its powers to Sub-Committees consisting of such members of its body as it may think fit. All actions of such Sub Committees shall be reported fully and promptly to, and confirmed by, the Committee as soon as possible and any Sub Committee so formed shall, in exercise of its powers so delegated, conform to any regulation that may be imposed upon it by the Committee.

- 11) The Sub Committee may elect a Chairman of its meetings and the provisions of Sub Rule (7) of this rule (except as to number of meetings) inclusive shall apply with due alteration of details to any Sub Committee.
- 12) 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, shall be valid as if such person had been duly appointed.

7. General Meetings

- 1) An Annual General Meeting of the Association shall be held each calendar year and at a date not later than fifteen months after the last Annual General Meeting. The first Annual General Meeting shall be on the 27th August 1988. The Chairman of the meeting shall be the Chairman of the Committee or in his absence the Vice Chairman or in his absence then the Members present shall elect a Chairman amongst themselves.
- 2) The Committee may at any time call an Extraordinary General Meeting and must do so, if requested, in writing by not less than twenty members of the Association.
- 3) The Secretary shall give at least fourteen days notice in writing of General Meetings and the purpose thereof to all members entitled to receive notice of the Meetings.
- 4) At a General Meeting each member shall have one vote. Voting shall be done by showing of hands only, unless a ballot is demanded by not less than half the members present.
- 5) The Chairman's direction as to how the ballot is to be taken, his declaration to the result of any voting and his decision on any question of procedure or point of order at a General Meeting shall be considered as final. In the event of an equal vote the Chairman shall have the casting vote.
- 6) No business shall be transacted at any General Meeting of the Association unless a quorum of Members present at the time when the meeting proceeds to business. Twenty members present, personally, shall be a quorum. If within half an hour of the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of the members shall be dissolved; in any other case if a quorum is not present within half an hour of the time appointed for the meeting the members present shall form a quorum.

8. Accounts

The financial year shall be from 1st November to the 31st October each following year. These shall be prepared annually and laid before the Association in General Meeting an audited statement of accounts and a report of the Association activities.

9. Notices

If a member has given an address to the Secretary for the giving of Notices to him/her (and not otherwise) he/she shall be entitled to receive notices of all meeting of the Association. The Notice may be given by the Association to any member by delivering it by hand or to the said address. Where a Notice is set by post, service of the Notice shall be deemed to be effected, in the case of a Notice of a Meeting at the expiration of twenty four hours after the letter containing the Notice is posted and in any other case at the time at which the letter would be delivered in the ordinary course of the post.

10. Bank Accounts

Bank accounts etc should be held in the name of the Association and there should be two signatures to cheques at least one of whom should be an Officer of the Association.

11. Property

The Association may appoint a custodian trustee or a trust corporation on the terms as to remuneration and otherwise laid down in section 4 of the Public Trustees Act 1906 and rules made there under or not less than three nor more than four of their number to hold any property held by or in trust for the Association.

12. Expenses

The committee shall appoint and pay necessary and proper expenses to auditors. All other expenses shall be paid in accordance with the Charity Commission's Guide CC11 "Trustees Expenses and Payments"

13. Alterations to Rules

Alterations to these rules shall receive the assent of two thirds of the members present and voting at an Annual General Meeting or a Special General Meeting. A resolution for the alteration of the rules must be received by the Secretary of the Association at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days' notice of such a meeting must be given by the Secretary to the membership and must include notice of the alteration proposed. Provided that no alteration to clause 3, clause 15 or this clause, shall take effect until the approval in writing of the Charity Commission or other authority shall be made which would have the effect of causing the Association to cease to be a charity in law.

14. Informalities

No action or decision of the Committee or of any Meeting of the Association shall be invalidated by reason only of informality or neglect in any service of Notices or in any matters or procedure, unless in the opinion of the Committee such informality or neglect has resulted in a situation which is unjust.

15. Provision for Dissolution

The Association may be dissolved by a Resolution passed by a two thirds majority of those present and voting at a Special Meeting convened for the purpose of which 21 days' notice shall have been given to the members. Such resolution may give instructions for the disposal of any assets held by or in the name of the Association provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the members of the Association but shall be given or transferred to other charitable institution or institutions having objects similar to some or all the objects of the Association as the Association may determine and if and in so far cannot be given to this provision then to some other charitable purpose.