

# SCOTTISH HEALTHY CARE NETWORK CONSTITUTION – September 2007

## 1. Title

- 1.1 The Organisation shall be known as “**The Scottish Healthy Care Network**” thereafter to be referred to as "the Network".

## 2. Objectives

The objects of the Network shall be:

- 2.1 The relief of persons in Scotland who are in, about to leave or who have been in local authority care who are in need, due to necessitous circumstances (i.e. poverty, protection, homelessness, disability) and require assistance in realising their full potential and achieving the enjoyment of the highest attainable standard of health and well-being.
- 2.2 To identify and tackle health inequalities and advance the promotion, prevention, care and protection of health and education of said persons.
- 2.3 To enable said persons to participate in their healthcare; make safe and informed health choices and to take the degree of responsibility they choose in managing their health and healthcare.

## 3. Powers

In order to achieve the above objectives, the Network may: -

- 3.1 Employ and pay any person or persons to supervise, organise and carry on the work of the Network. The Network may also engage with and pay fees to professional and technical advisors or consultants to assist the work of the Network, as and when resources allow.
- 3.2 Bring together and work in liaison with representatives of voluntary and independent organisations, government departments, local authorities and other statutory bodies and individuals.
- 3.3 Establish topic specific focus groups, regional or local groups, or other groups when and where considered to be necessary, with such powers as may be considered by the Network to be appropriate.
- 3.4 Create and maintain a database for a national network of contacts who have an involvement or interest in looked after children and young people in and leaving care.
- 3.5 Liase and consult with or take out membership of such organisations as are considered to be in the interests of and compatible with the objectives of the Network.
- 3.6 Promote and carry out or assist in promoting and carrying out research, surveys and investigations and where considered appropriate publish the results.
- 3.7 Arrange and provide for or jointly arrange and provide for the holding of meetings, exhibitions, conferences, seminars and training courses.
- 3.8 Collect and disseminate information on all matters affecting the objectives and exchange such information with those in contact with the Network or other bodies having similar objectives whether in this country or overseas.

- 3.9 Cause to be prepared and printed or otherwise reproduced and circulated, free of charge or for payment, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the Networks objectives.
- 3.10 Participate in national and local consultation exercises and provide comments and feedback where appropriate.
- 3.11 To take such steps as may be deemed appropriate for the purpose of raising funds for the networks activities.
- 3.12 To accept grants, donations, legacies or contributions of all kinds from any person or organisations on such terms and on such security as shall be deemed to be appropriate.
- 3.13 Invest funds of the Network not immediately acquired for the objectives in such a way as thought fit, subject nevertheless to such conditions (if any) as may at the time be imposed or required by law.
- 3.14 To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the network, and to enter into any arrangement for co-operation or mutual assistance with any charitable body.
- 3.15 To form any charitable company with similar objects to those of the network, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the network's assets and undertaking.
- 3.16 Purchase, take on lease or exchange, hire or otherwise acquire any property and any rights or privileges considered appropriate for the promotion of the Networks objectives. The Network may also construct, maintain and alter any buildings considered appropriate for the Networks work, and may also make regulations for the management of such property.
- 3.17 To effect insurance of all kinds (which may include officers' liability insurance).
- 3.18 To engage with volunteers and make provisions for the reimbursement of any out of pocket expenses incurred.
- 3.19 Do all such other lawful things as are incidental or conducive to the attainment of the Networks objectives.

#### **4. Membership - 'The Network of Contacts'**

##### *Membership qualifications*

- 4.1 Membership shall be open to any individual or organisation (association, corporate body or constituted organisation) that supports the objects of the network and agrees to be bound by this constitution.
- 4.2 Membership of the Network shall be open to any person, regardless of race, age, gender, sexual orientation or ability.
- 4.3 Membership will not be limited to only Scotland. Individuals from all over the UK and any other country can be registered as members.
- 4.4 An employee of the network may not become a member. A member of the network who becomes an employee automatically relinquishes their membership.

- 4.5 Membership to the Network will be when an individual's contact details are registered on the Network's register list (database), known as the 'Network of Contacts'.
- 4.6 Individuals and organisations will be registered as members when they return their details to the Network, express an interest in the Network's work or who attends a relevant event organised by the Network.

#### *Membership entitlements*

- 4.7 Each member will be entitled to a single vote. In the case of member organisations, a nominated representative will be entitled to one vote on behalf of that member.
- 4.8 An individual member may not also represent a member organisation.
- 4.9 Members will regularly receive information on the work and development of the Network, and will be invited to participate in 'Network Meetings' and will be invited to the Annual General Meetings.

#### *Membership subscription*

- 4.10 The annual member subscription fee shall be set at each Annual General Meeting.
- 4.11 Any resulting membership fees that may be gained from future membership schemes of the Network will directly fund the on-going maintenance and development of such a scheme. This will be on a non-profit-making basis as all monies will be directly ploughed back into the work of the Network.

#### *Register of members*

- 4.12 The Management Committee shall keep an up to date register of members' contact details, initial membership date, renewal date and any other relevant details for the purpose of maintaining the list.
- 4.13 This register will be held by the Network, or by another organisation on behalf of the Network, as agreed by the management committee.

#### *Withdrawal of membership*

- 4.14 A member may withdraw their membership at any time by submitting their request to withdraw in writing to the management committee.

#### *Expulsion from membership*

A member may be expelled from the Network only on the provision of the following:

- 4.15 The management committee shall have the right for good and sufficient reason to terminate the membership of any individual if there is cause to do so. The individual member concerned or an individual representing such organisation (as the case may be) shall have the right to be heard by the management committee before a final decision is made.

## **5. Management Committee**

A Voluntary Management Committee shall control the affairs of the Network.

- 5.1 The committee shall consist of the following:
- A **Chairperson**, whose duties will include chairing of the meetings of the Network and represent the Network at functions/meetings that the Network has been invited to and act as the spokesperson of the Network when necessary.

- A **Vice-Chairperson**, whose duties will include providing cover for the duties of the Chairperson where necessary.
  - A **Secretary**, whose duties will include the recording of minutes at each meeting of the Network, the issuing of notice of meetings, the maintenance of the register of members (network of contacts) and dealing with correspondence.
  - A **Treasurer**, whose duties will include the maintenance of the Networks accounts and providing an accurate financial statement and reports at each meeting, such as the AGM, as and when required.
  - Any other positions as deemed necessary by the committee.
- 5.2 The management committee shall consist of no more than eight [8] individuals and no less than four [4] comprising the nominated office bearers of the Network and other non-office bearing members, as elected at the Networks Annual General Meeting.
- 5.3 Minutes shall be taken at all committee meetings and reviewed at the next meeting.

#### *Decision-making*

- 5.4 The committee will seek to make decisions by consensus. When this is not possible, decisions are made by simple majority votes of committee members present. In the case of an equal number of votes being cast, the Chairperson (or Vice-Chair) shall have the casting vote.

#### *Elections*

- 5.5 The management committee shall be elected by the membership at each Annual General Meeting.
- 5.6 Only members of the Network shall be eligible for election.
- 5.7 The office bearers of the management committee shall carry out the duties that are relevant for that position, and they shall hold office for one [1] year. Office bearers may stand for re-election, but may hold office for no longer than three [3] consecutive years from the time of election. On the expiry of such a period, one [1] further year must elapse before any former office bearer shall be eligible for re-election.

#### *Termination of office*

- 5.8 A member of the management committee shall be deemed to have automatically vacated their position if:
- They are barred under any statutory provision from being involved in the management of a charity.
  - They cease to become a member of the Network.
  - They become an employee of the Network.
  - They resign from office.
  - They are absent from four consecutive management committee meetings.

#### *Powers of the management committee*

- 5.9 The management committee may exercise the powers stated in this constitution provided that such actions are in the interests of the Network.
- 5.10 The management committee may at any time convene such special or standing committees or sub-committees to be made up of members of the management committee and/or the wide membership for any purpose and shall determine their

respective terms of reference, powers, duration and composition. All acts and proceedings of such special standing committees or sub-committees shall be reported back to the management committee as soon as possible.

5.11 The management committee shall have the power to co-opt additional committee members from the membership at any time. Co-opted members shall not be entitled to a vote on the Committee.

5.12 The management committee shall have the power to adopt standing orders for the Network and its groups. Such standing orders, which will be consistent with and complementary to the terms of this constitution, shall come into operation immediately.

#### *Personal interests*

5.13 If a member of the management committee is involved in a decision through which they stand to benefit from, they must declare their interest in the decision and they will not be allowed to participate in the decision.

5.14 An interest may be considered to be declarable if the management committee member, their partner, close relative, a company or other organisation they are involved with would benefit from the decision.

#### *Payment to management committee members*

5.15 The members of the management committee shall make no financial gain from their position. However, where resources allow, provision may be made for the reimbursement of reasonable out of pocket expenses.

## **6. Meetings**

### *Management Committee Meetings*

6.1 The Committee shall meet at agreed intervals and not less than four [4] times per year.

### *General Meetings*

6.2 A general meeting may be called at any time providing the procedures relating to the notice have been adhered to.

### *Annual General meetings*

6.3 The management committee shall convene an Annual General Meeting (AGM) in each year (but excluding the year in which the Network is formed); not more than 15 months shall elapse between one annual general meeting and the next.

6.4 *The business of the Annual General Meeting shall be to:*

- a) Confirm the minutes of the previous Annual General Meeting and any General Meetings held since the last Annual General Meeting.
- b) A report by the chair on the activities in the last year and the published annual report on the work of the Network from the Secretary.
- c) Receive and approve the accounts for the year from the Treasurer.
- d) Elect the Officers of the Management Committee i.e. Chairperson; Vice-Chairperson, Secretary; Treasurer and any other Management Committee Members.
- e) Approval of new motions submitted by the management committee and approved by the steering group.
- f) Transact such other business received in writing by the Secretary from Members [14] days prior to the meeting and included on the agenda.

- g) And any other matters as may from time to time be appropriate.
- 6.5 The network shall advise all members that any business to be moved at the annual general meeting must be made in writing at least fourteen [14] days before a meeting.
- 6.6 Nomination of candidates for election of Officers shall be made in writing to the Secretary at least 14 days in advance of the Annual General Meeting date. Nominations can only be made by members and must be seconded by another member.
- 6.7 The Secretary shall circulate or give notice of the agenda for the meeting to Members not less than seven [7] days before the meeting.
- 6.8 The management committee will ensure that MINUTES of the general meeting shall be kept as an official record of proceedings, and will be distributed or made available upon request.
- 6.9 The Network in general meeting may issue policy directions in relation to the content of standing orders for the Network and its groups. In the event, the management committee shall be bound to follow such directions in formulating such standing orders.

#### *Extraordinary General Meetings*

- 6.10 Extraordinary General Meetings (EGM) may be convened by the Management Committee as and when required.
- 6.11 Extraordinary General Meetings may be convened on receipt by the Secretary of a request in writing from not less than six [6] Full Members of the Network.

#### *Notice of meetings*

- 6.12 Notice of meetings must include the date, time and location of the meeting. The number of days notice required for each meeting shall be as follows:
- General Meeting – 14 days
  - Annual General Meeting – 21 days
  - Extraordinary General Meeting – 21 days

#### *Procedure at meetings*

- 6.13 No meeting may proceed unless a Quorum is present. A Quorum for each meeting shall be:
- Management Committee Meeting – No less than 50% of the serving committee, or three members of the serving committee, whichever is the larger number, are in attendance.
  - General Meeting – No less than twenty-five [25] people (present in person) from the network membership.
  - Annual General Meeting – No less than twenty-five [25] people (present in person) from the network membership.
  - Extra-ordinary General Meeting – No less than twenty-five [25] people (present in person) from the network membership.
- 6.14 Each meeting shall be convened by the Chairperson of the Network. Should the Chairperson be unable to fulfil the role the Vice-Chairperson shall act as chair. Should the Chairperson and the Vice-Chairperson be unable to fill the role, the management committee shall appoint an Acting Chair for the purposes of that meeting.

### *Voting at Meetings*

- 6.15 Voting at a general meeting, AGM and EGM shall be decided by a simple majority vote of those present.
- 6.16 Due to the wide geographical spread of Network members, voting at these general meetings may also be by means of proxy, including postal voting.
- 6.17 The management committee will seek to make decisions by consensus at committee meetings. When this is not possible, decisions are made by simple majority vote of committee members present.
- 6.18 Each member of the Network shall be entitled to one vote at meetings.
- 6.19 In the result of a tied vote, the chair (or acting chair) shall have a final casting vote, which shall be final.

## **7. Finance**

### *Financial matters*

- 7.1 All funds raised by or on behalf of the Network shall be applied to further the objectives of the Network and for no other purpose.
- 7.2 A bank account will be held in the name of the Network, with such banks or building societies, as the management committee shall from time to time decide.
- 7.3 The management committee may enter into agreement with an appropriate agency to be responsible for administration of Network funds until such times that a bank account is able to be set up in the name of the Network.
- 7.4 The management committee shall authorise members of the management committee or other suitable Network employees to sign cheques on behalf of the Network. No more than four members of the Management Committee shall be authorised as signatories for cheques. All cheques must be signed by not less than two of the authorised signatories.
- 7.5 The title to all property, heritable and moveable, which may be acquired by or on behalf of the Network, shall be vested in the name of the chair, vice-chair, secretary and treasurer of the management committee.

### *Accounts and auditing*

- 7.6 The treasurer or an appointed person thought capable of carrying out sufficiently thorough accounting shall keep proper accounting records.
- 7.7 The Association's accounts shall be examined by an independent person thought capable of carrying out a sufficiently thorough assessment.
- 7.8 Should legal or operational requirements deem that an audit be carried out then the Network shall appoint an Auditor at any time and at each subsequent Annual General Meeting when required.
- 7.9 Annual accounts shall be prepared in accordance with law and set before each Annual General Meeting.

## **8. Alterations to the Constitution**

- 8.1 A resolution to alter this constitution shall not be valid unless:
  - a) two thirds of the votes cast in relation to the resolution at a general meeting of the Network are in favour and
  - b) notice (setting out the terms of the proposed alteration) shall have been given to the members not less than fourteen [14] days before the meeting at which the alteration was proposed.

**9. Dissolution**

- 9.1 The management committee may decide by a two-thirds majority, that on the ground of expense or otherwise, it is necessary or advisable to dissolve the Network.
- 9.2 It shall be necessary to call a special general meeting of the Network, to be held not less than one month thereafter, to discuss and vote on the resolution. Not less than twenty-one [21] days notice of the meeting (stating the terms of the resolution to be proposed at the meeting shall be given.
- 9.3 If, at any General Meeting of the Network, a resolution were passed calling for the dissolution of the Network, the Secretary shall immediately convene a Special General Meeting of the Network to be held not less than one month thereafter to discuss and vote on the resolution.
- 9.4 If, at that Special General Meeting, the resolution is carried by at least two-thirds of the members present at the meeting, the Management Committee shall thereupon, or at such date as shall have been specified in the resolution, proceed to realise the assets of the Network and discharge all debts and liabilities of the Network.
- 9.5 After discharging all debts and liabilities of the Network, the remaining assets shall not be paid or distributed amongst the members of the Network, but shall be given or transferred to some other voluntary or charitable organisation or organisations having objects similar to those of the Network as the management committee may determine.

**10. Adoption of the Constitution.**

Until the first A.G.M. takes place the persons elected at the IGM on the 12<sup>th</sup> September 2007, whose names, addresses and signatures appear at the bottom of this document shall act as the Management Committee referred to in this constitution and will adhere to the rules and regulations set out within this constitution.

**This Constitution was adopted on 12<sup>th</sup> September 2007 at Eastbank Health Promotion Centre Glasgow, by the membership of the Scottish Healthy Care Network.**

<b>Name</b> ..... <b>Position:</b> Office Bearer / Chairperson <b>Address</b> ..... ..... <b>Signed</b> .....	<b>Name</b> ..... <b>Position:</b> Office Bearer / Vice-Chairperson <b>Address</b> ..... ..... <b>Signed</b> .....
<b>Name</b> ..... <b>Position:</b> Office Bearer / Secretary <b>Address</b> ..... ..... <b>Signed</b> .....	<b>Name</b> ..... <b>Position:</b> Office Bearer / Treasurer <b>Address</b> ..... ..... <b>Signed</b> .....
<b>Name</b> ..... <b>Position:</b> Non-Office Bearer <b>Address</b> ..... ..... <b>Signed</b> .....	<b>Name</b> ..... <b>Position:</b> Non-Office Bearer <b>Address</b> ..... ..... <b>Signed</b> .....