

PAIN CONCERN

Constitution

1. NAME

The name of the Association is Pain Concern, hereinafter called the Group.

2. OBJECTS AND POWERS

2.1 The Group is established to promote the relief of and the preservation and protection of the physical and mental health of chronic pain sufferers and those caring for them.

2.2 In furtherance of the foregoing objects but not further or otherwise the Group shall have the following powers:

(A) To co-operate and collaborate and enter into arrangements with voluntary bodies, statutory bodies, corporations, companies and persons.

(B) To promote, conduct and engage in research, experimental work and surveys and disseminate the results to others;

(C) To collect and disseminate information and advice relating to the foregoing objects, and to exchange such information and advice with other bodies or individuals having similar objects, and specifically, but not exclusively,

(1) To cause to be written and printed or otherwise originated and reproduced, and to be published or circulated (whether gratuitously or not), any newspapers, periodicals, magazines, books, pamphlets, leaflets or other documents, or films or recorded tapes or electronic media (whether audio or visual or both);

(2) To arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;

(3) To bring together in conference representatives of voluntary organisations, government departments, statutory authorities and individuals;

(4) To provide evidence for government and other inquiries.

(D) To provide financial assistance, to make grants and donations to and to provide equipment and apparatus for the furtherance of the objects of the Group.

(E) To purchase, take on lease or in exchange, hire or otherwise acquire any heritable or moveable property and any rights or privileges necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Group.

(F) Subject to such consents as may be required by law, to manage, mortgage, sell, dispose of or otherwise deal with all or any part of the property of the Group.

(G) To accept gifts, subscriptions (whether or not under deed of covenant), donations, bequests or devises of lands, moneys, securities or other heritable or moveable property.

(H) To take such lawful steps by personal or written appeals, public meetings or otherwise as may be deemed expedient for the purpose of procuring contributions to the funds of the Group in the shape of donations, annual subscriptions or otherwise and for that purpose to appoint collectors as may be considered expedient Provided that the Group shall not undertake any permanent trading activities in raising funds for its charitable objects.

(I) To undertake, accept, execute and administer any charitable trust.

- (J) Subject to such consents as may be required by law, to borrow and raise money in such manner and on such security as the Group may think fit, and to issue debentures and other securities.
- (K) To invest the moneys of the Group not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- (L) To engage and pay any agents, consultants, specialists or employees to supervise, teach, organise and carry on the work of the Group and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees, former employees and their widows and other dependants.
- (M) To subscribe to, support, affiliate, become a member of, amalgamate with or co-operate with any other charitable organisation, institution, society or body not formed for or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Group and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Group.
- (N) To purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Group of any one or more of the charitable organisations, institutions, societies or bodies having objects altogether or in part similar to those of the Group.
- (O) To establish where necessary local branches (whether autonomous or not).
- (P) To provide, maintain and conduct treatment and training centres, day and residential services, employment centres and other foundations;
- (Q) To do all such other lawful things as shall further the attainment of the above objects.

3. MEMBERSHIP

- 3.1 Full membership of the Group shall be open to:-
- (1) Individuals of 18 years and over who are interested in furthering the work of the Group.
 - (2) National, international and local and voluntary or other non-profit distributing organisations, whether corporated or unincorporated, which are interested in furthering the said work.
- 3.2 Each member organisation shall appoint one individual person to represent it and vote on its behalf at general meetings of the Group. In the event of such individual person resigning, he or she shall forthwith cease to be a representative thereof.
- 3.3 Each member organisation may appoint a deputy to replace its appointed representative if the latter is unable to attend any particular meeting of the Group, and observers (who shall not be entitled to vote) to attend any such meeting.
- 3.4 Junior membership shall be open to those under the age of 18 years who are interested in furthering the work of the Group. Junior members shall not be entitled to vote.
- 3.5 The Executive Committee shall have the right for good and sufficient reason to reject an application for membership.
- 3.6 Members of the Group may be required to pay an annual subscription of such amount and on such date as may be determined from time to time by the Group in General Meeting. Any member may by a unanimous resolution of the Executive Committee be exempted from payment of the annual subscription. Any such exempted member shall be known as an Honorary Member and shall have all the rights of a member.
- 3.7 No paid employee whether in full or part-time employment of the Group shall be eligible for membership of the Group or the Executive Committee, provided that the Executive

Committee may suspend the operation of this clause in individual cases only in respect of membership of the committees appointed by the Executive Committee in accordance with Clause 8.5, where the Executive Committee recognises that the paid employee concerned can contribute professional expertise and knowledge. Whenever a paid employee attends a committee meeting as a duly appointed member, then, unless members of the Executive Committee form the majority of members present at the meeting, any decision taken by the committee must be ratified subsequently by the Executive Committee. A paid employee shall absent himself from any meeting during discussion of any business in which he has a material interest or duty which conflicts with interests of the Group, and shall refrain from voting on the matter.

3.8 If not less than three-quarters of the members of the Executive Committee present at a meeting so resolve, the Committee shall have the right for good and sufficient reasons to terminate the membership of any member provided that the member shall have the right to be heard by the Executive Committee before a final decision is made.

4. HONORARY OFFICERS

4.1 At the Annual General Meeting hereinafter mentioned the Group shall elect a Chairman, a Vice-Chairman, a Treasurer, a Secretary and such other Honorary Officers as the Group may from time to time decide (hereinafter called the Honorary Officers). Each Honorary Officer shall hold office until the conclusion of the Annual General Meeting of the Group next after his election, but shall be eligible for re-election.

4.2 The Honorary Officers shall be ex officio members of the Group and of all committees.

5. GENERAL MEETINGS OF THE GROUP

5.1 The Group shall in each year hold an Annual General Meeting at such time and place as the Executive Committee shall determine. Not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.

5.2 The business of the Annual General Meeting shall include:

- (a) The election of Honorary Officers and members of the Executive Committee.
- (b) The appointment of an independent examiner or auditor.
- (c) Consideration of the report of the Executive Committee on the previous year's work and of the independently examined or audited financial statements.
- (d) Consideration of any resolution proposed by the Executive Committee or on the requisition of not less than two members of the Group having the right to vote at General Meetings provided that such requisition is received by the Honorary Secretary not less than 42 days before the meeting.
- (e) The transaction of such other matters as may from time to time be necessary.

5.3 The Executive Committee may, and the Honorary Secretary shall within 21 days of receiving a request signed by not less than 10 per cent of the members of the Group, subject to a minimum of three, and stating the purpose of the request, call an Extraordinary General Meeting of the Group.

5.4 At least 21 clear days' notice of each Annual General Meeting and 14 clear days' notice of an Extraordinary General Meeting shall be given in writing to each member together with details of the business to be discussed, provided that accidental failure to notify any member shall not invalidate the meeting; provided also that a General Meeting called by shorter notice shall be deemed to have been duly called if so agreed

- (a) If an Annual General Meeting, by all members entitled to attend and vote thereat;
- (b) In any other cases by not less than 95 per cent of all members entitled to attend and vote thereat.

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 No business shall be transacted at any General Meeting unless a quorum is present. The quorum at any General Meeting shall be five or such other number not less than three as the Group may from time to time determine in General Meeting.

6.2 If within half an hour from the time appointed for a meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or at such other time and place as the Executive Committee may determine.

6.3 The Chairman of the Executive Committee shall preside as Chairman at every General Meeting but if the Chairman is not present within 15 minutes after the time appointed for holding the meeting, or is unwilling to preside, the members present shall choose some member of the Executive Committee, or if no such member is present and willing to take the chair they shall choose some other member present to preside.

6.4 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman or by at least five members present in person or by proxy. A poll so demanded shall be taken at such time and place and in such manner as the Chairman shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

6.5 Votes may be given on a show of hands, or on a poll, either personally or by proxy, provided that on a show of hands every person entitled to vote whether as member or as proxy shall have one vote only, however many proxies he or she holds.

6.6 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.

6.7 A proxy shall be appointed in writing by instrument signed by the appointor and delivered to the office specified in the notice convening the meeting not less than 48 hours before the time for holding the meeting. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

6.8 A resolution in writing signed by all members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting duly convened and held.

7. EXECUTIVE COMMITTEE

7.1 The affairs and property of the Group shall be controlled and managed by an Executive Committee which may exercise all such powers of the Group as are not required by this Constitution to be exercised by the Group in General Meeting. In particular the Executive Committee shall:

- (a) Control the admissions to and termination of membership of the Group in accordance with the provisions of Clause 3.
- b) Make and vary regulations for the conduct of the affairs of the Group including the conduct and recording of meetings.
- (c) Submit to the Annual General Meeting a report together with the independently examined or audited accounts of the Group for the immediately preceding financial year.
- (d) Make and vary regulations for the establishment of local branches as may be necessary and appropriate.

7.2 Unless otherwise determined by the Group in General Meeting, the Executive Committee shall consist of the Honorary Officers of the Group and not less than one and not more than eight other members. Subject to Clause 3.7 all members of the Group and any other person who is willing to become a member shall be eligible for election to the Executive Committee.

7.3 The Executive Committee will be by appointment in the first instance, and thereafter by election at the Annual General Meeting of the Group. At each Annual General Meeting one third of the members of the Executive Committee, or the number nearest to one third, shall retire, but shall retain office until the end of the meeting. The retiring members shall be those who have been longest in office since their last election but as between members who have been in office the same length of time those to retire shall (unless they otherwise agree amongst themselves) be decided by lot. Retiring members shall be eligible for re-election.

7.4 The Group may at an Annual General Meeting fill vacancies in the Executive Committee by electing persons thereto.

7.5 Nominations for Honorary Officers and other members of the Executive Committee signed by a member of the Group and by the person nominated to indicate willingness to serve must be received by the Honorary Secretary at least 42 days before the Annual General Meeting provided that if no nomination is so received for any vacancy a nomination made at the Annual General Meeting for that vacancy shall be valid.

7.6 The Executive Committee may from time to time appoint a member, or person willing to become a member, of the Group as a member of the Executive Committee to fill a casual vacancy or by way of addition to the Executive Committee provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall hold office until the end of the next Annual General Meeting and shall be eligible for election at that meeting

7.7 The Executive Committee may from time to time co-opt up to four members or persons willing to become members of the Group as additional members of the Executive Committee and notwithstanding that the prescribed maximum is exceeded provided that the number of co-opted members shall not exceed one-third of the total number of members of the Committee in accordance with Clause 7.2. Co-opted members shall be entitled to vote at meetings of the Executive Committee. They shall hold office only until the end of the next Annual General Meeting when they shall cease to be members of the Executive Committee but may at the discretion of the Executive Committee and subject to the provisions of this clause be co-opted for a further period of service.

7.8 No member of the Executive Committee or of any Committee appointed by the Executive Committee shall supply or be directly interested in the supply of goods or services to the Group except by way of free gift or on a basis which shows no profit or gain directly or indirectly to the member concerned, provided that this clause shall not apply to:

- (a) The repayment to members of the Executive Committee or any committee appointed under Clause 8.5 hereof of reasonable out-of-pocket expenses.
- (b) A member who holds not more than one hundredth part of the capital of a company supplying goods or services to the Group.
- (c) A member who is an official of a Bank at which funds of the Group are deposited.
- (d) A member who prior to his election or appointment was already carrying on the business of supplying goods or services to the organisation at a price not exceeding the fair market price and on normal trade terms; but the member shall absent himself from any meeting during the discussion of such business and shall refrain from voting on the matter.

7.9 The Executive Committee shall have the power to appoint such Honorary Advisers as may be considered appropriate and to invite them to attend meetings of the Executive Committee as appropriate, but any such person shall not be entitled to vote. Honorary Advisers shall be appointed for a period not exceeding five years, and shall then be eligible for re-appointment. Honorary Advisers shall be entitled to reasonable out-of-pocket expenses. The Executive Committee may offer Honorary Advisers a reasonable honorarium in recognition of special efforts or expenses.

7.10 The Executive Committee shall have the power to appoint and remove such person or persons (whether or not a member or members of the Group) as it shall think fit to be the

President and one or more Vice Presidents and such person or persons (whether or not a member or members) as it shall think fit to be the Patron or Patrons of the Group.

8. PROCEEDINGS OF THE EXECUTIVE COMMITTEE

8.1 The Executive Committee may regulate its meetings as it thinks fit but shall hold at least 3 meetings a year and not more than five months shall elapse between the date of one meeting and the next.

8.2 A meeting of the Executive Committee at which a quorum is present shall be competent to exercise all the powers vested in the Executive Committee generally. One-third of the membership shall be a quorum subject to a minimum of three.

8.3 The Chairman of the Executive Committee (or in his absence the Vice Chairman) shall be entitled to preside at all meetings but if at any meeting neither the Chairman nor the Vice Chairman is present within five minutes of the appointed time, or if present is unwilling to preside, the members of the Executive Committee present shall choose one of their number to be Chairman of the meeting.

8.4 The proceedings of the Executive Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option, qualification or continuance in office of any member.

8.5 The Executive Committee may at any time delegate any of its powers to committees, whether standing or ad hoc, consisting of such member or members of its body or other persons as it thinks fit, and may make the necessary appointments and regulations for their proceedings. Subject to any such regulation, any committee so appointed shall conform generally to the regulations herein for the proceedings of the Executive Committee. Any such committee shall report all acts and proceedings to the Executive Committee as soon as possible and shall incur expenditure only within a budget approved by the Executive Committee or with special prior approval of that Committee.

8.6 A resolution in writing signed by all the members for the time being of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened, held and constituted. Any such resolution may consist of several documents in the like form each signed by one or more of the members of the Executive Committee or may be approved by letter, signed by the member or members giving approval.

9. LOCAL BRANCHES

The Executive Committee may establish local branches for the furtherance of the objects of the Group. Each branch so established shall act in pursuance of the said objects and of the policy of the Group and shall conform to any rules and regulations that may from time to time be laid down by the Executive Committee.

10. TRUST PROPERTY

The Executive Committee may appoint a custodian trustee or not less than three or more than five individual trustees to hold any property of the Group subject to the directions of the Executive Committee, and may at any time discharge any custodian trustee or individual trustee so appointed and may at any time appoint one or more additional trustees provided that the prescribed maximum number is not exceeded.

11. FINANCE

11.1 The income and property of the Group shall be applied solely towards the promotion of its objects as set forth herein.

11.2 The Executive Committee shall cause such proper accounting records to be kept as are necessary to give a true and fair view of the affairs of the Group and to explain the transactions

relating to its assets and liabilities and its income and expenditure. The books of accounts shall be kept at such place or places as the Executive Committee shall think fit, and shall always be open to the inspection of the members of the Executive Committee.

11.3 The accounts shall be independently examined or audited at least once a year by a duly qualified independent examiner or auditor appointed at the Annual General Meeting.

11.4 The financial year shall end on 31 December in each year.

11.5 An independently examined or audited statement of the accounts for the last financial year shall be submitted by the Executive Committee to the Annual General Meeting.

11.6 A bank account shall be opened and maintained in the name of the Group with such bank as the Executive Committee shall from time to time decide. Such account shall be under the control of the Executive Committee which shall provide for its method of operation but so that the signatures of at least two members of the Executive Committee, one of whom shall be either the Honorary Treasurer or the Chairman, shall at all times be required.

11.7 All funds of the Group shall immediately on receipt be paid into the aforementioned bank account.

11.8 The Executive Committee shall make and to the best of its ability enforce adequate regulations for internal control and the security and safe custody of all moneys, securities and other documents belonging to the Group or to any person for whom the Group has responsibility.

12. ALTERATIONS TO THE CONSTITUTION

12.1 This Constitution may be amended only at an Annual General Meeting or an Extraordinary General Meeting of the Group duly convened and held. The notice of the meeting shall specify the alteration to be proposed. The assent of not less than three-quarters of the members of the Group for the time being present and voting in person or by proxy shall be required to give effect to any alteration, provided that no alteration shall be made to Clause 2.1, Clause 15 or this Clause without prior consultation with the Inland Revenue, provided also that no alteration shall be made to this Constitution which would cause the Group to cease to be recognised by the Inland Revenue as a charity. The Inland Revenue shall be informed of the alteration.

13. INDEMNITY

Every member of the Executive Committee or any committee and every officer and servant of the Group shall be entitled to be indemnified out of the assets of the Group against all losses and liabilities incurred by him or in relation to the execution of his office provided that nothing in this clause shall entitle him to any indemnity against liability arising through negligence or fraud or similar actions on his part.

14. NOTICES

Any notice may be given by the Group to any member either personally or by sending it 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 48 hours of posting.

15. DISSOLUTION

15.1 The Group may be dissolved only by Resolution of a majority of three-fourths of members present and voting in person or by proxy at a General Meeting called by not less than 21 days' notice stating the terms of the Resolution to be proposed thereat.

15.2 Upon the dissolution of the Group any assets remaining after the satisfaction of any proper debts and liabilities shall not be paid to or distributed amongst the members of the Group but shall be given or transferred to such other charitable institution or institutions having objects similar to the Group as the Executive Committee may determine

This is certified as a true copy of the Constitution of Pain Concern adopted on 15 April 1995, amended 13 December 2000

Signed Heather Wallace (Chairman)
Woods Cottage
Haddington