

# **TRANSPLANT 2013**

## **Constitution**

### **1. Name**

The name of the Association is Transplant 2013 (the “**Association**”).

### **2. Objectives**

2.1 The Association is established to (i) promote leadership of organ donation and transplantation in Parliament and other relevant institutions and (ii) facilitate communication and consensus within the transplant community, in order:

2.1.1 to support the implementation of the 14 recommendations made by the Organ Donation Taskforce in its 2008 report “*Organs for Transplants*”;

2.1.2 to ensure that the target to increase organ donation after death by 50% in 2013 is met;

2.1.3 to significantly increase the number of organ transplants; and

2.1.4 to generally promote organ donation, transplantation and all associated activities.

### **3. Powers**

3.1 In pursuing its objectives (but not otherwise) the Association may:

3.1.1 employ, engage and/or pay any person(s) to supervise, organise and carry on the work of the Association;

3.1.2 bring together, in conference or discussion, representatives of voluntary organisations, Government departments, statutory authorities, professional groups, patient groups, industry groups and/or individuals, and to co-operate/work with any or all of the same in the furtherance of its objectives;

3.1.3 promote and carry out, or assist in promoting and carrying out, research, studies, surveys and investigations (and publish the results thereof);

3.1.4 arrange and provide for, or join in arranging and providing for, the holding of exhibitions, conferences, meetings, lectures, classes, seminars and/or training courses;

3.1.5 collect and disseminate information on all matters affecting its objectives and exchange such information with other bodies having similar objectives (whether in the United Kingdom or overseas);

3.1.6 invite and receive contributions from any person(s) (by way of membership subscriptions or otherwise), and borrow or raise funds, on appropriate terms (including as to security), and to acquire and/or hire (and dispose of) property, in each case, in order to further its objectives;

3.1.7 write, print, publish or otherwise reproduce, circulate and/or disseminate, papers, books, periodicals, pamphlets or other documents, and films or other materials or information (whether in audio or visual form, or both) to further its objectives; and

3.1.8 do all such other lawful things as are necessary or expedient, from time to time, in order to attain (or help attain) the objectives of the Association.

### **4. Membership**

4.1 Membership of the Association will be open to:

4.1.1 individuals of 18 years and over who are interested in furthering the work and objectives of the Association and who have paid the appropriate annual membership subscription as determined from time to time by the Executive Committee mentioned below;

- 4.1.2 national, international and local voluntary or other non-profit organisations or groups, whether corporate or unincorporated, who are interested in furthering such work and objectives and have paid the relevant annual membership subscription; and
  - 4.1.3 such commercial or profit-making entities, whether corporate or unincorporated, who are also interested in furthering the work and objectives of the Association and who have also paid the relevant annual membership subscription.
- 4.2 The Secretary of the Association will maintain an up-to-date register of all members of the Association (of whatever class). Membership of the Association is not transferable.
- 4.3 Each member organisation, group or entity will, by written notice to the Association, appoint a suitable individual person to represent it, and vote on its behalf, at general meetings of the Association. No such person will be entitled to represent the relevant organisation, group or entity at any meeting of the Association unless such written notice has been received by the Association at (or before) the meeting in question. Following receipt of such written notice by the Association, the appointed individual may continue to represent the relevant organisation, group or entity at general meetings of the Association until written notice to the contrary is given to the Association by the relevant organisation, group or entity. Any written notice received by the Association will be conclusive evidence that the relevant individual is entitled to represent the organisation, group or entity in question or (as applicable) that such authority has been revoked. In the event of any such individual resigning or otherwise leaving an organisation, group or entity, he or she will immediately cease to be a representative of such organisation, group or entity and will need to be replaced by a suitable new representative appointed by written notice to the Association.
- 4.4 Each member organisation, group or entity may appoint:
- 4.4.1 a deputy to replace its appointed representative if the appointed representative is unable to attend any meeting of the Association; and/or
  - 4.4.2 at the sole discretion of the Executive Committee, an observer (who will not be entitled to vote) to attend any such meeting.
- 4.5 Individuals (as opposed to organisations, groups, charities, corporates and/or other entities) may be appointed as honorary members of the Association, from time to time, at the sole discretion of the Executive Committee. Honorary members will not be required to pay any form of membership subscription and will not be entitled to vote at any meeting of the Association.
- 4.6 The Executive Committee will have the right:
- 4.6.1 to approve or reject applications for membership – the Executive Committee may only reject an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association (in which case they will inform the applicant within twenty-one (21) days of making their decision);
  - 4.6.2 to establish different classes of membership and to prescribe the respective rights of each such class of membership and the amount of their respective annual membership subscriptions;
  - 4.6.3 (notwithstanding the general principle set out in clause 4.7.2 below) to suspend, or terminate, the membership of any member whose annual membership subscription remains unpaid six (6) months after it falls due; and
  - 4.6.4 for any other good and sufficient reason, to terminate the membership of any individual, organisation, group or entity provided always that the individual member concerned, or the individual representing such organisation, group or entity (as the case may be), will have the right to be heard by, and/or to submit written representations to, the Executive Committee (within a reasonable period, not exceeding thirty (30) days) before a final decision is made.
- 4.7 Without limiting the scope or generality of clause 4.6.2, in determining the amount of membership subscriptions, the Executive Committee will take account of the following key principles:
- 4.7.1 generally speaking, a corporate or other commercial/trading organisation will be expected to pay a higher annual membership subscription than (i) a charitable or other not-for-profit organisation or

group or (ii) an individual; and

- 4.7.2 no corporate, organisation, charity, group or other entity, nor any individual, should be prevented from becoming a member of the Association on the basis that it or he/she cannot afford to pay a membership subscription.

However, these are simply the key principles that the Executive Committee must take account of in determining the amount of membership subscriptions - its decisions on such matters will, on a case-by-case basis, be informed by the particular set of circumstances and the Executive Committee's reasonable assessment of the available financial resources of the prospective member. The Executive Committee will therefore need to be (and will have the power to be) flexible when applying the key principles on a case-by-case basis. All decisions made by the Executive Committee in relation to membership descriptions will be final and binding.

- 4.8 Any member of the Association may resign his, her or its membership by written notice to the Executive Committee.

## **5. Executive Committee**

- 5.1 The policy and general management of the affairs of the Association will be directed by the Executive Committee, which will meet at least four (4) times a year and which will have the power to make rules and regulations, supplemental to this Constitution, to govern their own meetings, general meetings of the Association and/or other matters relating to the administration of the Association and the proper management of its affairs. It is the intention that, as far as possible, the Executive Committee will consist of members representing professional, patient and industry groups/interests in equal measure.

- 5.2 At the Annual General Meeting mentioned below, the Association will elect its Executive Committee which will consist of:

5.2.1 a Chairperson;

5.2.2 a Treasurer;

5.2.3 a Secretary; and

5.2.4 three (3) other individual members or individuals representing members.

At any one time, it is intended that the Executive Committee will consist of two (2) representatives of professional groups/interests, two (2) representatives of patient groups/interests and two (2) representatives of industry groups/interests.

- 5.3 All members of the Executive Committee must be members of (or must represent members of) the Association and will hold office as follows:

5.3.1 the first Treasurer and the first Secretary of the Association will hold office until the conclusion of the first Annual General Meeting of the Association following their election, but each of them will be eligible for re-election at such Annual General Meeting;

5.3.2 subject only to clause 5.3.1, each member of the Executive Committee (including, for the avoidance of doubt, the second (and each subsequent) Treasurer and the second (and each subsequent) Secretary of the Association) will hold office until the conclusion of the second Annual General Meeting of the Association following their original election or (as the case may be) re-election, but each of them will be eligible for re-election or (as the case may be) further re-election at such Annual General Meeting.

The purpose of 'staggering' the dates on which the first (and each subsequent) Treasurer and Secretary are required to stand for election/re-election is to avoid a situation in which the whole of the Executive Committee stand down from office at the same time, notwithstanding that some or all of them may immediately seek re-election at the relevant Annual General Meeting.

- 5.4 Nominations for members of the Executive Committee must be made by members of the Association in writing and must be received by the Secretary at least fourteen (14) clear days before the relevant Annual General Meeting. Should nominations exceed vacancies, elections will take place by majority ballot (the

arrangements for which will be made by the Executive Committee) provided always that (i) the first members of the Executive Committee will be elected by personal majority vote of those present at the first Annual General Meeting of the Association (or in such other manner as the Executive Committee shall reasonably determine) and (ii) regard is had to the intention that, as far as possible, the Executive Committee will consist of members representing professional, patient and industry groups/interests in equal measure.

- 5.5 Any interim or other casual vacancy on the Executive Committee may be filled by the Executive Committee and any person appointed to fill such an interim or other casual vacancy will hold office until the conclusion of the next Annual General Meeting of the Association, and will be eligible for election to the Executive Committee at that meeting.
- 5.6 The proceedings of the Executive Committee will not be invalidated by any failure to elect, or by any defect in the election, appointment or qualification of, any member of which the Executive Committee was unaware at the relevant time.
- 5.7 The quorum for meetings of the Executive Committee, and any committee appointed under clause 5.10, will be two-thirds of the Executive Committee or other committee (as applicable). All questions or issues arising at a meeting of the Executive Committee, or any such other committee, will be decided by a simple majority of those present and entitled to vote. In the case of an equality of votes, in the case of the Executive Committee, the Chairperson of the Association will have a second or casting vote and, in the case of any other committee, the chair of the relevant committee will have a second or casting vote.
- 5.8 A meeting of the Executive Committee, and any committee appointed under clause 5.10, may be held either in person or by suitable agreed electronic/telegraphic means by which all of the participants can hear, and communicate with, each other. The Chairperson of the Association (or, if he or she is unable or unwilling to do so, another member of the Executive Committee chosen by those members present) will chair each meeting of the Executive Committee. Minutes of all meetings of the Executive Committee must be kept.
- 5.9 The Executive Committee will appoint and fix the remuneration of such staff, secondees and/or third party service providers (not being members of the Executive Committee) as may in its opinion be necessary. The Association may also appoint qualified accountants to prepare the Association's accounts and determine their remuneration (if any).
- 5.10 The Executive Committee may appoint such special or standing committees as are deemed necessary, from time to time, and will determine their terms of reference, powers, duration and composition. All proceedings and decisions of such special or standing committees will be reported back to the Executive Committee on a regular basis.
- 5.11 A member of the Executive Committee will cease to hold office if he or she:
  - 5.11.1 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - 5.11.2 resigns his or her office by written notice to the Executive Committee;
  - 5.11.3 is absent from three (3) consecutive scheduled meetings of the Executive Committee and/or, for good and sufficient reason, the majority of the other members of the Executive Committee pass a resolution that such Executive Committee member should be removed from office; or
  - 5.11.4 is removed from office by a resolution of all the other members of the Executive Committee after they have invited the views/representations of the member in question and considered the matter in light of any such views/representations.

## **6. Meetings of the Association**

- 6.1 Once a year, an Annual General Meeting of the Association will be held at such time (not being more than fifteen (15) months after the holding of the preceding Annual General Meeting) and place as the Executive Committee will determine. At least twenty-one (21) clear days' notice of each Annual General Meeting will be given in writing by the Secretary, to all members of the Association, stating the date, time and place of the meeting (and, if applicable, setting out any resolution(s) proposed pursuant to clauses 8 and/or 9 below).

- 6.2 At each Annual General Meeting, the business will include the election of the Executive Committee, the appointment of the Association's accountants (if any), the consideration of an annual report of the work done by, or under the auspices of, the Executive Committee and the Association generally, the consideration of the Association's accounts, the discussion/determination of any issues of policy/strategy and the transaction of such other matters as may from time to time be necessary.
- 6.3 Any general meeting of the Association which is not an Annual General Meeting is a Special General Meeting. The Chairperson of the Association may at any time, at his or her discretion, call a Special General Meeting on at least twenty-one (21) clear days' written notice to all members. In addition, the Secretary will, within twenty-one (21) clear days of receiving a written request so to do, signed by not less than one quarter of the members of the Association, whether individual or representative, and giving reasons for the request and the nature of the business to be discussed, call a Special General Meeting. At least twenty-one (21) clear days' written notice of any Special General Meeting must be given to all members of the Association stating the date, time and place of the meeting. If the Secretary fails to call a Special General Meeting pursuant to this clause 6.3, the relevant members may call such a meeting themselves, but they must comply with the relevant provisions of this Constitution.
- 6.4 The quorum at any general meeting of the Association will be one-tenth of the total actual membership of the Association for the time being or such other number as the Association may in general meeting from time to time determine. If a quorum is not present within half an hour from the time appointed for the meeting (or if, during a 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 then re-convene the meeting and give at least seven (7) clear days' written notice of the re-convened meeting to all members of the Association, stating the date, time and place of the re-convened meeting. If no quorum is present at any such re-convened meeting, within half an hour of the time specified for the start of the meeting, the members of the Association who are present at that time shall constitute the quorum for that re-convened meeting.
- 6.5 The Chairperson of the Association (or, if he or she is unable or unwilling to do so, or is not present at the relevant meeting, another member chosen by a majority of those members present) will preside at each Annual General Meeting, and any Special General Meeting, of the Association.
- 6.6 Save as otherwise provided, all questions and issues arising at any general meeting of the Association will be decided by a simple majority of those present and entitled to vote. Arrangements for proxy voting may from time to time be made by the Executive Committee provided that no such arrangements will be made with regard to clauses 8 or 9 below. No member may exercise more than one (1) vote notwithstanding that he, she or it may have been appointed to represent two or more separate interests, but in case of an equality of votes, the Chairperson of the Association will have a second or casting vote.
- 6.7 Minute books will be kept by (or on behalf of) the Executive Committee, and by (or on behalf of) all other committees, and the appropriate secretary (or, if applicable, the third party service provider who is responsible for keeping the minutes of the relevant meeting) will enter in the minute book a record of all proceedings and resolutions/decisions.

## **7. Payments and Finance**

- 7.1 All moneys raised by or on behalf of the Association will be applied to further the work and objectives of the Association and for no other purpose, provided always that nothing will prevent:
- 7.1.1 the repayment to members of the Executive Committee, and any other committee appointed under clause 5.10, of reasonable out-of-pocket expenses actually incurred in the administration and/or management of the Association's affairs; and
- 7.1.2 the Committee being entitled to effect any policy of insurance or indemnity, and paying any premiums thereon, to cover the liability of the Executive Committee (or any of them) which, by virtue of any rule of law, would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty (or for which they may be liable) in relation to the Association, provided that any such insurance or indemnity will not extend to any claim arising from any act or omission which the Executive Committee (or any of them) knew to be a breach of trust or breach of duty, or which was committed by the Executive Committee (or any member thereof) in reckless disregard of whether it was a breach of trust or breach of duty.

- 7.2 No member of the Executive Committee nor any other member of the Association (nor any representative of any such member) should receive any payment of money or other benefit (whether direct or indirect) from the Association save (i) as provided in clause 7.1 above or (ii) with the prior approval of the Association in general meeting.
- 7.3 The Executive Committee will ensure that:
- 7.3.1 the Association maintains proper and up-to-date accounting records;
- 7.3.2 annual statements of account for the Association are prepared and submitted to the relevant Annual General Meeting of the Association (and sent to any member of the Association on receipt of a written request).
- 7.4 A bank account will be opened and maintained in the name of the Association with such bank as the Executive Committee decides. All cheques must be signed by not less than two (2) members of the Executive Committee, one of which should be the Treasurer. Funds of the Association which are not required for immediate use should be placed in deposit in the Association's bank account.

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

Any provision of this Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a general meeting of the Association. The notice of any such general meeting must include a notice of the resolution setting out the terms of, and the reason for, the proposed alteration.

## **9. Dissolution**

- 9.1 If the Executive Committee, by a simple majority, decides at any time that, on the grounds of expense or otherwise, it is necessary or advisable to dissolve the Association, it will call a meeting of all members of the Association who have the power to vote, on not less than twenty-one (21) clear days' written notice (stating the terms of the resolution proposed).
- 9.2 If such decision will be confirmed by a two-thirds majority of those present and voting at such meeting, the Executive Committee will have power to dispose of any assets held by or on behalf of the Association at that time. Any assets remaining after the satisfaction of any proper debts and liabilities of the Association will then be given or transferred to such party or parties as the Executive Committee sees fit (at its sole and absolute discretion).

## **10. Notices**

Any notice may be served by the Secretary on any member of the Association, either personally or on that member's appointed representative (as the case may be) or by sending it through the post in a prepaid letter addressed to such member at his, her or its last known address in the United Kingdom, and any letter so sent will be deemed to have been received by the relevant member within ten (10) clear days of posting. A technical defect in the giving of notice of which the Secretary is unaware at the time of giving the notice will not invalidate any decisions taken at the relevant meeting.

## **11. Rules/Bye-Laws**

The Executive Committee may, from time to time, make rules and/or bye-laws for the conduct of their, and/or the Association's, activities in order to deal with any matter(s) not expressly dealt with by the provisions of this Constitution. It is the Executive Committee's responsibility to bring any such rules and/or bye-laws to the attention of the Association's members. Any such rules and/or bye-laws will be binding on the members of the Association but no such rule or bye-law will be inconsistent with, or will affect or repeal, any provision of this Constitution. The Association, in general meeting, has the power to alter, add to or repeal any such rule and/or bye-law.

## **12. Members' Liability**

No member of the Association is (or will become) liable or obliged to pay to the Association any money or monies beyond the amount of the membership subscription required to be paid by such member, pursuant to this Constitution, for as long as he, she or it is a member of the Association.