



Constitution

of

The Sick Kids Friends
Foundation

Scottish Charity No SC 020862

1 April 2008

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The Sick Kids Friends Foundation

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Interpretation

In these regulations:

“Auditor”	means the Auditor of the Foundation as may be appointed by the Council from time to time.
“Clear Days”	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.
“Constitution”	means the Constitution of the Foundation as it may be amended from time to time.
“Council”	means the body of persons appointed to define the strategy, fundraising and general interests of the Sick Kids Friends Foundation.
“The Foundation”	means The Sick Kids Friends Foundation.
“Hospital”	means the Royal Hospital for Sick Children, Edinburgh on its present or any other site in the future.
“Main Office”	means 20 Millerfield Place, Edinburgh, EH9 1LW or such other address as the Council may approve.
“Management Board”	means the Trustees appointed by the Council to conduct and manage the governance of the Foundation.
“Member”	Means a member of the Council of the Sick Kids Friends Foundation
“He/She”	means Member or Trustee
“Secretary”	means the Secretary of the Foundation or any other person appointed to perform the duties of Secretary.

“Sub Committee”	means a Committee comprising members appointed by the Council or Management Board to handle a particular matter or aspect of the Foundation’s business subject to such controls and remit as the Council or Management Board deem necessary.
“Treasurer”	means a Trustee appointed to perform the duties of Treasurer
“Trustee”	means a Member of the Management Board.
“United Kingdom”	means England, Wales, Scotland and Northern Ireland but excludes the Isle of Man or the Channel Islands.

DOMICILE

2 The Foundation will be situated and carry out its operations in Scotland.

OBJECTS

- 3 (a) The objects for which the Foundation is established are to support the aims and work of the Hospital and to relieve the sickness, ill health, distress and suffering of children who are patients in the Hospital and in the Community and as ancillary thereto:-
- (i) to supplement the resources provided under the National Health Service by purchasing or assisting in the purchase or provision of extra comforts and luxuries for patients and families at the hospital and health facilities in the Community.
 - (ii) to supplement the resources provided under the National Health Service by purchasing or assisting in the purchase or provision of extra medical equipment for patients at the hospital or in the Community.
 - (iii) to supplement the resources provided under the National Health Service by purchasing or assisting in the purchase or provision of extra child and family-friendly facilities, amenities and the refurbishment and upgrading of the same in the Hospital and Community.
 - (iv) to promote, encourage, foster and maintain the interest and support of the public in the work of the Hospital and Health Services in the Community.

- (v) to participate in consultation, planning and designing of future Health Services in the Hospital and the Community.
 - (vi) to help relieve distressed and needy patients and their families through provision of funding to the Local Authority Social Work Departments.
 - (vii) To assist with the provision for funding for extra research and specialist training for departments, staff and parents attending the hospital and Community clinics.
- (b) In furtherance of the objects, but not further or otherwise, the Foundation shall have the following powers:
- (i) to raise money and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation, sponsorship, grants, regular payments and otherwise provided that the Foundation shall not undertake, directly, any permanent trading activity in raising funds for its primary objects. Such activities will be accounted for through the trading subsidiary Task Trading but may in the future be included in a different constitutional form.
 - (ii) to draw, make, accept, endorse, execute and issue promissory notes, cheques and bills of exchange.
 - (iii) to invest the funds of the Foundation not immediately required in such manner as the Council and Management Board may from time to time determine.
 - (iv) to purchase, lease or otherwise acquire and use any heritable or moveable property that may be necessary or convenient for the objects of the Foundation.
 - (v) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Foundation as may be thought expedient with a view to the promotion of its objects.
 - (vi) to do generally all such other things as may be incidental or which the Council may think conducive to the attainment of the objects in sub-clause (a) above or any of them.
- (c) The objects and powers of the Foundation shall at all times be subject to the proviso that the income and property of the Foundation wheresoever derived shall be applied solely towards the promotion of the objects of the Foundation as set out above and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, payment, loan, or otherwise to the Trustees of the Foundation except as provided for on the dissolution of the Foundation.

Provided that nothing shall prevent the payment, in good faith, of reasonable and proper remuneration to any employee or employees of the Foundation or to any in return for services actually rendered to the Foundation or expenses reasonably and properly incurred in connection with the business of the Foundation or prevent the payment of interest at a reasonable rate on money lent, or reasonable and proper rent for premises let, by any Member to the Foundation.

No Member shall be appointed to any salaried office of the Foundation or to any office of the Foundation paid by fees, and no remuneration or other benefit in money or monies shall be given by the Foundation to any such Member with the exceptions of the payment of interest at a reasonable rate on money lent, or the payment of reasonable and proper rent for premises let, to the Foundation unless such payment is first approved by the Council; provided further always that this last provision shall not apply to any payment to any company of which an Member shall not be bound to account for any share of profit which he/she may receive in respect of any payment.

MEMBERSHIP AND CONSTITUTION

4. The Members of the Foundation shall consist of those persons who wish to become or remain Members of the Council, who make an active contribution to the Council and are elected by the existing members and who have been entered into the Register of Members of the Council. The Council shall be entitled, in its absolute discretion, to refuse to register any person as a Member.
5. All Council Members, staff and volunteers shall accept and be bound by the Constitution. The Constitution will be available for inspection at the Foundation's Main Office during its normal opening hours. Copies of the Constitution may be obtained from the Main Office.

GENERAL MEETINGS

6. All general meetings other than Annual General Meetings shall be called extraordinary general meetings.
7. An Annual General Meeting of the Council shall be held in each calendar year and at a date not later than fifteen months after the last Annual General Meeting.
8. The Council may call general meetings and, on the requisition of no less than 50% of the Members, the Council shall forthwith proceed to convene an extraordinary general meeting for a date not later than four weeks after receipt of the requisition.

NOTICE OF GENERAL MEETINGS

9. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a resolution appointing a person as a Member or Trustee shall be called by at least twenty-one days' notice. All other extraordinary general meetings shall be called by at least fourteen days' notice.
- The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be sent to all the Members.
10. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any Member entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. No business shall be transacted at any general meeting unless a quorum of Members is present. Not less than 50% present at a general meeting shall constitute a quorum.
12. The Chairman of the Council or in the Chairman's absence some other Member nominated by a majority of the Members of the Council present at the meeting, shall preside as Chairman of the meeting.
13. The Chairman may, with consent of a meeting at which a quorum of Members are present, and shall if so directed by the meeting or if fewer than eight Members are present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

VOTING

14. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on, the declaration of the result of the show of hands a poll is duly demanded: a poll may be demanded:-
- (a) by the Chairman; or
 - (b) by at least five Members in attendance and having the right to vote at the meeting.

15. Unless a poll is duly demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect is entered into the Minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
16. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
17. A poll shall be taken as the Chairman directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote they may have.
19. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The Chairman may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The demand for a poll on a particular question shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result on a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
20. No notice to the Members need be given of a poll not taken forthwith at a meeting, if the time and place at which the poll is to be taken are announced at the meeting at which the poll is demanded. However, any Members not attending a meeting where a poll is demanded shall not be prevented from attending and voting at any subsequent meeting at which the poll is to be carried out. In any other case, at least seven clear days' notice shall be given to all Members specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

21. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

22. On a show of hands or on a poll every Member present in person shall have one vote.

COUNCIL POWERS

23. The strategy of the Foundation will be determined by the Council and the implementation of that strategy and the governance of the charity shall be managed by the Management Board who may exercise all the powers of the Foundation except insofar as these require to be exercised by the Council in general meeting.
24. The Management Board may, by power of attorney or otherwise, appoint any person to be the agent of the Foundation for such purposes and on such conditions as it determines.
25. The Council may delegate any of its powers to any Sub-Committee consisting of Members or non Members. Any such delegation may be made subject to any conditions the Council may impose either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions the proceedings of a Sub-Committee shall be regulated in the same way as the proceedings of the Council.
26. The Council, or Sub-Committee, may co-opt additional persons to serve with the Council or Sub-Committee, to provide advice and assistance on any particular Council matter or matters.

APPOINTMENT AND RETIREMENT OF MEMBERS AND TRUSTEES

27. The Members of the Council shall be appointed by the Members and the Council shall consist of at least eight persons. Candidates for membership will be recruited through recommendations and/or appropriate publicity. A person may be nominated for appointment to the Council by one Member and the nomination must be seconded by at least one further Member. Members of the Management Board will be elected from the Council.
28. A Member will, unless he/she dies, resigns or otherwise is unable to carry on his/her duties as a Member, hold office for three years and shall retire automatically at the Annual General Meeting occurring on or immediately following the third anniversary of their appointment. A retiring Member shall be eligible for re-election on a three yearly basis up to a maximum of 9 years.
29. Where a Member retires or otherwise ceases to be a Member of the Council and the Council consists of less than the minimum number of Members required in regulation 27 above, the Council may appoint a person who is willing to act to be a Member who shall hold office only until the next general meeting or the next Annual General Meeting. If not reappointed at any such general meeting or Annual General Meeting that Member shall vacate office at the conclusion of that meeting.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF COUNCIL

30. The position of a Member shall be vacated if:
- (a) they become bankrupt or make any arrangement or composition with their creditors generally; or
 - (b) they are, or may be, suffering from mental disorder and either:
 - (i) are admitted to hospital in pursuance of an application for admission under the Mental Health (Scotland) Act 1984 or otherwise; or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for their detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to their property or affairs or
 - (c) they resign their office by notice to the Council; or
 - (d) they materially and deliberately contravene any term of the Constitution, or act against the interest of the Foundation in any way.

PROCEEDINGS OF THE COUNCIL

31. The Council may regulate its proceedings as the Members think fit. The Secretary, at the request of 50% of the Members, shall call a meeting of the Council. It shall not be necessary to give notice of a meeting to a Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. These provisions also apply to the Management Board.
32. The quorum for the transaction of the business of the Council may be fixed by the Council and, unless fixed at any other number, shall be not less than 50% and for the Management Board shall be not less than 50%.
33. The continuing Members or a sole continuing Member may act notwithstanding any vacancies in the Council, but, if the number of Members is less than the number fixed as the quorum, the continuing Members or an Officer may act only for the purpose of filling vacancies or of calling a general meeting.
34. The Members shall from time to time elect one of their number to be Chairman and may elect another to be the Treasurer of the Foundation. The Treasurer and the Chairman must not be the same person.

35. All acts done by a meeting of the Council, Management Board or of a Sub-Committee, or by a person acting as a Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Members or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Member and had been entitled to vote.
36. A resolution in writing signed by all the Members of the Council, Management Board or a Sub-Committee entitled to receive a notice of a meeting of the Council, Management Board or Sub-Committee shall be as valid and effectual as if it had been passed at a meeting of the Council, Management Board or (as the case may be) a Sub-Committee duly convened and held and may consist of several documents in the like form each signed by one or more Members.
37. Where a Member, for whatever reason, considers that they or an immediate member of their family may have an interest, direct or indirect, which may conflict with the interests of the Foundation, they shall declare that interest to the Council, as soon as the Member becomes aware of that interest.
38. A Member shall withdraw from discussion and not vote at a meeting of the Council, Management Board or of a Sub-Committee on any resolution concerning a matter in which the Member has either a direct or an indirect financial interest or a duty which is material and which conflicts or may conflict with that of the Foundation unless their financial interest or duty arises only because the case falls within one or more of the following paragraphs:
- (a) the resolution relates to the giving to them of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by them for the benefit of the Foundation.
 - (b) The resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Foundation for which the Member has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.
- For the purpose of this regulation, an interest of a person who is connected with a Member shall be treated as an interest of the Member.
39. A Member shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
40. The Council may suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these regulations prohibiting a Member from voting at a meeting of the Council, Management Board or of a Sub-Committee.

41. If a question arises at a meeting of the Council, Management Board or Sub-Committee as to the right of a Member to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and the Chairman's ruling in relation to any Member other than themselves shall be final and conclusive.

SECRETARY

42. The Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it.

MINUTES

43. The Council shall cause Minutes to be made of all proceedings at meetings of the Council and Management Board of the Foundation and of any Sub-Committees, including the names of the Members present at each such meeting.

ACCOUNTS

44. The Council shall cause proper books of account to be kept of the sums of money received and expended by the Foundation and the matters in respect of which such receipts and expenditure take place of all sales and purchases of goods by the Foundation and of the assets and liabilities of the Foundation. Proper books of accounts as are necessary to give a true and fair view of the state of the Foundation's affairs and to explain its transactions must be maintained.
45. The books of account shall be kept at the Main Office of the Foundation and shall at all reasonable times be open for inspection by Council members.
46. The Council shall instruct audited accounts to be prepared annually of all income and expenditure of the Foundation and shall lay before the Members in general meeting the Auditor's report, together with the Foundation's relevant balance sheet and statement of financial activities.

AUDITOR

47. The Council shall appoint the Auditor. The Auditor shall not be a Member.

NOTICES

48. Any notice given to or by any person pursuant to these regulations shall be in writing except that a notice calling a meeting of the Council need not be in writing.
49. The Foundation may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at their last notified address or by leaving it at that address.
50. A Member present at any meeting of the Foundation shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
51. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

DISSOLUTION

52. If upon winding up or dissolution of the Foundation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members of the Council but shall be given or transferred to some other charitable institution or charitable institutions having objects similar to the objects of the Foundation and which shall prohibit the distribution of its or their income or property amongst its or their Members, to an extent at least as great as is imposed on the Foundation; such charitable institution or charitable institutions to be determined by the Members of the Foundation at or before the time of dissolution, and in default thereof, by the Lord President of the Court of Session, and, if and so far as effect cannot be given to the aforesaid provisions, then to some objects which the Law regard as charitable.

GOVERNING LAW

53. The Constitution and matters relating to the Foundation shall be governed by the Law of Scotland and shall be subject to the non-exclusive jurisdiction of the Scottish Courts.