

# THE NATIONAL HEALTH SERVICE RETIREMENT FELLOWSHIP

(a charitable unincorporated association)

## CONSTITUTION

adopted 4th July 2015

(In this Constitution words or phrases printed on first appearance in **bold type** are defined in the Interpretation clause 21)

### 1. NAME

The name of the **Charity** is 'The National Health Service Retirement Fellowship'.

### 2. OBJECTS

The **Objects** are to relieve old age, suffering, hardship and distress among the **beneficiaries** as defined in clause 5 of this **Constitution**.

### 3. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 3.1 to provide welfare services to promote the health and wellbeing of members and to relieve loneliness;
- 3.2 to arrange meetings, lectures, classes and training courses;
- 3.3 to promote volunteering;
- 3.4 to provide or promote arts and culture interest groups or leisure and recreational activities;

- 3.5 to establish **Branches** for beneficiaries in regions of England and in Scotland and Wales;
- 3.6 to carry out, co-operate with or contribute to research or programmes relating to the health, wellbeing and retirement of the Charity's beneficiaries;
- 3.7 to represent the views and interests of the Charity's beneficiaries and to collaborate and co-operate with any other charity or with any government department, local authority or other organisation in promoting the objects of the Charity provided that the Charity shall not undertake any party political activities;
- 3.8 to make grants or loans of money and to give guarantees;
- 3.9 to raise funds (but not by means of **taxable trading**);
- 3.10 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the **Charities Act**);
- 3.11 to acquire or hire property of any kind;
- 3.12 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 3.13 to set aside funds for special purposes or as reserves against future expenditure;
- 3.14 to deposit or invest in funds in accordance with the Trustee Act 2000;
- 3.15 to delegate the management of investments in accordance with the Trustee Act 2000;
- 3.16 to insure the property of the Charity against any foreseeable risk and take out **indemnity insurance** and other insurance policies to protect the Charity when required;

- 3.17 subject to sub-clause 14.3, to engage agents, staff or advisors;
- 3.18 to enter into contracts to provide services to or on behalf of other bodies;
- 3.19 to establish or acquire subsidiary companies to assist or act as agents for the Charity;
- 3.20 to support, administer or set up other charities;
- 3.21 to do anything else within the law which promotes or helps to promote the Objects.

#### 4. CHARITY STRUCTURE

- 4.1 The Charity shall operate throughout the United Kingdom, the Channel Islands and the Isle of Man with the following structure:-
  - (1) **Members** (clause 5)
  - (2) **Associate members** (clause 5.3)
  - (3) **Branches** (clause 6)
  - (4) Regional organisation of Branches in England (clause 6.2)
  - (5) The Federation of Scottish Branches (clause 6.3)
  - (6) The Organisation of Welsh Branches (clause 6.4)
  - (7) The **National Council** (clause 7)
  - (8) **Trustees** (clauses 8-12)
  - (9) The **Chair, Vice Chair and Honorary Treasurer** (clause 13).

#### 5. MEMBERS

- 5.1 The beneficiaries of the Charity are its members.
- 5.2 **Membership** of the Charity is open to

- (1) any individual who is retired, is eligible to retire or shortly to retire and has worked in health or social care services in the United Kingdom, Channel Islands or Isle of Man;
- (2) a spouse or partner of an individual eligible for membership under clause 5.2 (1).
- (3) such other individuals as the **Executive Committee** of a Branch may for special reasons admit to membership of the Charity, always provided that the majority of members of that Branch are individuals who meet the criteria specified in clauses 5.2 (1) and (2).
- (4) any individual who meets the criteria specified in clauses 5.2 (1) and (2) who is not a member of a Branch and is admitted as a postal and/or overseas member of the Charity.

5.3 **Associate membership** of the charity is open to

- (1) any individual who is working within health or social care services in the United Kingdom, Channel Islands or Isle of Man;
- (2) a spouse or partner of an individual eligible for membership under clause 5.3 (1).

An associate member shall not be entitled to vote on resolutions of the Charity.

- 5.4 (1) The Executive Committee of a Branch or the **Central Office** may only refuse an application for membership or associate membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

- (2) The Executive Committee of a Branch or the **Central Office** must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (3) The Executive Committee of a Branch or the Central Office must consider any written representations the applicant may make about the decision. Following any such written representations the decision of the Executive Committee of a Branch or the Central Office must be notified to the applicant in writing but shall be final.
- 5.5 The Trustees must keep a register of the names and addresses of all members and associate members.
- 5.6 The Executive Committee of the relevant Branch may by resolution of at least seventy-five percent of the Executive Committee terminate the membership or associate membership of any member on the ground that in their reasonable opinion his or her continued membership would be harmful to the Charity. The Executive Committee of the relevant Branch may only pass such a resolution after notifying the member in writing and considering the matter in the light of any written representations which the member puts forward within fourteen **clear days** after receiving notice.
- 5.7 Any member whose membership or associate membership is terminated under clause 5.6 has a right to appeal to the Central Office of the Charity.
- 5.8 Membership and associate membership of the Charity is not transferable.

5.9 Rules and guidance concerning the payment of subscriptions, the resignation of members and appeals against the termination of membership are contained in the bylaws of the Charity.

## 6. BRANCHES

6.1 The Charity's services and activities are provided at national level and through the Branches established for the promotion of the Charity's objects in defined geographical **Regions of England** and in the countries of Scotland and Wales.

6.2 The boundaries of the Regions of England shall be agreed by the Trustees.

6.3 The Branches in Scotland shall be represented by the Federation of Scottish Branches which was constituted in 1989 and is recognised by the Trustees as representing the outlook, opinion and decisions of all the Branches in Scotland.

6.4 The Branches in Wales are known collectively as The National Health Service Retirement Fellowship (Wales) and are organised through the All-Wales Liaison Committee as constituted in 1980 which is recognised by the Trustees as representing the outlook, opinion and decisions of all the Branches in Wales.

6.5 Each Branch is required to comply with the terms of this Constitution and with the governance and organisational issues specific to the Branches which are set out in the bylaws of the Charity.

6.6 Each Branch shall establish its own constitution using the template constitution and rules of procedure provided by the Central Office and

each Branch will ensure that the Branch constitution confirms to the aims, objectives and general principles of this Constitution.

- 6.7 Each Branch within each Region of England may nominate members to stand for the post of **Regional Representative** for that Region, and in the election for that post each Branch within the relevant Region of England may exercise one vote.
- 6.8 Each Branch within Scotland and the Federation of Scottish Branches may nominate members in Scotland to stand for the two posts of **Country Representative**, and in the elections for those posts each Branch within Scotland may exercise one vote for each of those posts.
- 6.9 Each Branch within Wales and the All Wales Liaison Committee may nominate members in Wales to stand for the two posts of Country Representative, and in the elections for those posts each Branch within Wales may exercise one vote for each of those posts.
- 6.10 An individual elected either as a Regional Representative or a Country Representative may hold that post for a term of up to three years and on the expiry of that term or on the retirement of that Regional Representative or Country Representative if earlier, another election shall take place to re-elect him or her, or his or her successor.
- 6.11 A retiring Regional Representative or Country Representative who is still a member may be re-elected for one further term of office of three years. After that period, the Regional Representative or Country Representative may be re-elected annually if he or she is willing to stand again and is still a member.

6.12 The procedure for the elections, and the role of a Regional Representative or Country Representative are set out in the bylaws of the Charity.

6.13 Each Branch may appoint a **Voting Delegate** to the **AGM** under rules and procedures prescribed by the Trustees.

## 7. THE NATIONAL COUNCIL

7.1 The National Council is the representative body of the Charity.

7.2 The National Council will comprise

- (1) the Chair and/or the Vice Chair;
- (2) one Regional Representative from each Region of England;
- (3) two Country Representatives from Scotland; and
- (4) two Country Representatives from Wales.

7.3 The National Council may co-opt a member to represent the interests of postal and overseas members of the Charity.

7.4 The National Council must meet at least once a year and may meet and regulate its proceedings as it sees fit, subject to any terms of reference or regulations as to its proceedings issued by the Trustees.

7.5 Questions arising at meetings of the National Council will be decided by majority vote and each member of the National Council shall have one vote.

7.6 The Chair or the Vice Chair of the Trustees will chair the National Council but if either or both of them is for any reason unable to attend or act at a meeting of the National Council, the National Council must elect from

one of its own members a chair or vice-chair (as appropriate) of that meeting.

7.7 The quorum for the meetings of the National Council will be one third of its members.

7.8 The National Council's responsibilities will include:

- (1) supporting the activities of the Charity;
- (2) nominating Trustees for the Charity;
- (3) communicating the policies of the Charity to Branches and Members;
- (4) representing the views of Branches and Members and communicating these to the Trustees;
- (5) acting as an advisory body to the Charity and the Trustees;
- (6) providing a written annual report to the Trustees for production at the AGM of the Charity on the activities of the Branches of the Charity.

7.9 The National Council will operate in accordance with an annual budget set by the Trustees.

7.10 For the avoidance of doubt the members of the National Council are not Trustees of the Charity.

## 8. THE TRUSTEES

8.1 The Trustees as **charity trustees** have control of the Charity and its property and funds and are responsible for the management of the Charity.

- 8.2 The full number of Trustees is at least eleven and not more than fourteen individuals.
- 8.3 The Trustees consist of:
- (1) the Chair;
  - (2) the Vice Chair;
  - (3) the Honorary Treasurer;
  - (4) up to six **Elected Trustees** who must be members and who are nominated by the National Council and appointed as Trustees by the current Trustees. At least one of the Elected Trustees will be able to advise on issues relating to the Charity in Scotland and at least one other of the Elected Trustees will be able to advise on issues relating to the Charity in Wales.
  - (5) up to five **Co-opted Trustees** with particular skills of value to the Charity who are appointed by the Trustees for such term of office as the Trustees may specify on appointment and who may be removed by the Trustees. The Co-opted Trustees need not be members and some or all of them may be **Ex Officio Trustees**.
- 8.4 Every Trustee after appointment or reappointment must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may act as a Trustee.
- 8.5 Every Trustee (other than the Chair and Vice Chair) must on his or her appointment resign as a member of the National Council and retire from his or her role as a Regional Representative or Country Representative for his or her period of office as a Trustee.
- 8.6 The term of office of an Elected Trustee is three years.

- 8.7 One third (or the number nearest to one third) of the Elected Trustees must retire each year from 2016 onwards or put their names forward for re-election, those longest in office retiring first, and the choice between any of equal service being made by drawing lots.
- 8.8 A retiring Elected Trustee who remains qualified may be re-elected
- (1) for one further term of office or three years;
  - (2) after six years in office as an Elected Trustee on an annual basis.
- 8.9 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at the meeting.

## 9. TERMINATION OF OFFICE AS A TRUSTEE

- 9.1 A Trustee automatically ceases to be a Trustee if he or she:
- (1) is disqualified under the Charities Act from acting as a charity trustee;
  - (2) is incapable, whether mentally or physically, of managing his or her own affairs;
  - (3) is absent without the Trustees' permission from all the consecutive meetings of the Trustees in a calendar year and is asked by a majority of the other Trustees to resign;
  - (4) if an Elected Trustee, ceases to be a member of the Charity;
  - (5) if an Ex Officio Trustee, ceases to hold the specific office in an organisation which he or she held when appointed as an Ex Officio Trustee by the Trustees; or

- (6) if a Co-opted Trustee, is removed by a resolution of the other Trustees;
- (7) if a Trustee other than a Co-opted Trustee, is removed by a resolution of the other Trustees after they have invited the views of the Trustee concerned and considered the matter in the light of any such views; or
- (8) resigns by written notice to the Trustees (but only if at least two Trustees will remain in office).

9.2 A retiring Trustee is entitled on written request to an indemnity from the continuing Trustees at the expense of the Charity in respect of any liabilities properly incurred while he or she held office.

## 10. PROCEEDINGS OF TRUSTEES

- 10.1 The Trustees must hold at least two meetings each year.
- 10.2 A quorum at a meeting of the Trustees is five Trustees including at least one Elected Trustee.
- 10.3 A meeting may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all other participants, but at least one meeting each year must be held in person.
- 10.4 The Chair or the Vice Chair, or (if both of them are unable or unwilling to do so) some other member of the Trustees chosen by the Trustees present, presides at each meeting of the Trustees.

- 10.5 Except for the chair of the meeting, who has a casting vote, every Trustee has one vote on each issue. Every issue shall be determined by a simple majority of the votes cast at a meeting of the Trustees.
- 10.6 A resolution which is in writing and signed by all the Trustees is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.
- 10.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of the Trustees.
- 10.8 Subject to this Constitution, the Trustees may meet and regulate their proceedings as they see fit.

## 11. TRUSTEES' POWERS AND RESPONSIBILITIES

In addition to their general powers to manage the Charity, the Trustees have the following specific powers and responsibilities in the administration of the Charity:

- 11.1 to nominate individuals for appointment at the AGM who have the appropriate skills to be Chair and Vice Chair of the Charity;
- 11.2 to appoint a Trustee who will be the Honorary Treasurer of the Charity.
- 11.3 to delegate appropriate functions to committees consisting of two or more individuals appointed by them, provided that at least one of the members of every committee must be a Trustee and the proceedings of committees must be reported promptly to the Trustees;

- 11.4 to make rules, bylaws or standing orders consistent with this Constitution to govern proceedings at meetings of the Trustees, at general meetings or at committee meetings;
- 11.5 to make rules or regulations consistent with this Constitution to govern the administration of the Charity including the operation of bank accounts and the commitment of funds;
- 11.6 to make codes to govern the conduct of the Trustees or the members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- 11.7 to resolve, or establish procedures to assist the resolution of, disputes within the Charity;
- 11.8 to exercise any powers of the Charity which are not reserved to a general meeting.

## 12. GENERAL MEETINGS OF THE CHARITY

- 12.1 General meetings are called by the Trustees on at least twenty-eight clear days' written notice to all the Branches and the National Council, such notice to specify the business to be transacted.
- 12.2 The quorum at a general meeting is fifteen members.
- 12.3 The **Chair** or the Vice Chair, or (if both of them are unable or unwilling to do so) so other member elected by those present, presides at the general meeting.
- 12.4 Members including Regional Representatives and Country Representatives are entitled to attend and vote at general meetings in person (but not by proxy nor by postal vote); and to vote on every item

which is the subject of a vote with the exception of any proposed amendments to the Constitution.

- 12.5 Associate members are entitled to attend general meetings but not to vote.
- 12.6 Each Branch is entitled to attend and vote at general meetings of the Charity through its nominated Voting Delegate or (if not represented by a Voting Delegate) to submit a postal vote, provided that each Branch may only vote on proposed amendments to the Constitution but on no other item. The Central Office will communicate the arrangements for Voting Delegates and for postal votes to the Branches no later than twenty-eight clear days before the general meeting.
- 12.7 Each member and each Branch is entitled to one vote on each item on which he, she or it is entitled to vote.
- 12.8 Except where otherwise provided by this Constitution, every issue at a general meeting is determined by a simple majority of the total of the votes cast:
- (1) in respect of items other than proposed amendments to the Constitution, by the members attending in person;
  - (2) in respect of proposed amendments to the Constitution, by the Voting Delegates and the postal votes submitted by the Branches.
- 12.9 The chair of the meeting has a casting vote.
- 12.10 An AGM must be held in every year.
- 12.11 At an AGM the members in attendance:
- (1) receive the accounts of the Charity for the previous **financial year**;

- (2) receive the report of the Trustees on the Charity's activities since the previous AGM;
- (3) receive the report of the National Council on its activities since the previous AGM;
- (4) appoint the individuals nominated by the Trustees to be the Chair and Vice Chair respectively of the Charity who shall hold office in accordance with the terms of clause 13;
- (5) appoint an auditor or **independent examiner** for the Charity where required;
- (6) discuss and determine any issues of policy or deal with any other business put before them by the Trustees.

12.12 Any general meeting which is not an AGM is an **EGM**.

12.13 An EGM may be called at any time by the Trustees and must be called within twenty-eight clear days after a written request to the Trustees from at least twenty-five Branches.

### 13. CHAIR, VICE CHAIR AND HONORARY TREASURER

13.1 The Chair and Vice Chair will be nominated by the Trustees and each appointed as a Trustee and as the Chair and Vice Chair respectively by the AGM for such term or terms of office as are specified in the bylaws of the Charity from time to time.

13.2 The Honorary Treasurer (who need not be a member of the Charity) will be appointed as a Trustee and Honorary Treasurer by the Trustees of the Charity for such term or terms of office as are specified in the bylaws of the Charity from time to time.

## 14. BENEFITS TO MEMBERS AND TRUSTEES

14.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members or the Trustees.

14.2 No Trustee or **connected person** may receive any payment of money or other **material benefit** (whether direct or indirect) from the Charity except:

- (1) under clause 14.3 (contractual payments);
- (2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity;
- (3) interest at a reasonable rate on money lent to the Charity;
- (4) a reasonable rent or hiring fee for property let or hired to the Charity;
- (5) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
- (6) payment to a company in which the Trustee has no more than a one percent share holding;
- (7) the benefit of indemnity insurance; and
- (8) in exceptional cases, other payments or material benefits (but only with the prior written approval of the Commission).

14.3 A Trustee may not be an employee of the Charity, but a Trustee or connected person may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit, but only if:

- (1) the goods or services are actually required by the Charity;

- (2) the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set by a resolution at a meeting of the Trustees in accordance with the procedure in clause 15; and
- (3) not more than one third of the Trustees are interested in any such contract in any financial year.

14.4 A Trustee or member may receive goods or services supplied by the Charity on the same terms as a person who is not a Trustee or a member.

## 15. CONFLICTS OF INTEREST OR LOYALTIES

15.1 Whenever a Trustee or Connected Person has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee, the Trustee concerned must:

- (1) declare the nature and extent of the interest before the meeting or at the meeting before discussion begins on the matter;
- (2) be absent from that part of the meeting unless expressly invited to remain in order to provide information;
- (3) not be counted in the quorum for that part of the meeting;
- (4) be absent during the vote and have no vote on the matter.

## 16. PROPERTY AND FUNDS

16.1 Funds which are not required for immediate use (including those which will be required for use at a future date) must be placed on deposit or invested until needed.

- 16.2 Investments and other property of the Charity may be held:
- (1) in the names of the Trustees for the time being;
  - (2) in the name of a **nominee company** acting under the control of the Trustees or of a financial expert acting on their instructions;
  - (3) in the case of land, by the Official Custodian for Charities under an order of the Commission or the Court.
- 16.3 Documents and physical assets may be deposited with any company registered or having a place of business in England and Wales as **custodian**.
- 16.4 Any nominee company acting under clause 16.2 (2), or any custodian appointed under clause 16.3 may be paid reasonable fees.

## 17. RECORDS AND ACCOUNTS

- 17.1 The Trustees must comply with the requirements of the Charities Act as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:
- (1) annual returns;
  - (2) annual reports; and
  - (3) annual statements of account.
- 17.2 The Trustees must keep proper records of:
- (1) all proceedings at general meetings;
  - (2) all proceedings at meetings of Trustees;
  - (3) all reports of committees; and
  - (4) all professional advice obtained.

- 17.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members if the Trustees so decide.
- 17.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within **two months**, to any other person who makes a written request and pays the Charity's reasonable costs.

## 18. NOTICES

- 18.1 Notices under this Constitution may be sent by hand, by post or by suitable electronic means or (where applicable to members generally) may be published in any journal distributed by the Charity or on the Charity's website.
- 18.2 The address at which a member or Branch is entitled to receive notices is the address noted in the register of members (or, if none, the last known address).
- 18.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:
- (1) twenty-four hours after being sent by electronic means or delivered by hand to the relevant address;
  - (2) two clear days after being sent by first class post to that address;
  - (3) three clear days after being sent by second class post or overseas post to that address;
  - (4) on the date of publication of a journal containing the notice;

- (5) on the date on which it is posted on the Charity's website;
- (6) on being handed to the member personally; or, if earlier,
- (7) as soon as the member or Branch acknowledges actual receipt.

18.4 A technical defect in the giving of notice which means the members, Branches or the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

## 19. AMENDMENT OF THE CONSTITUTION

This Constitution may be amended at an AGM of the Charity by two thirds of the total of votes cast by the Voting Delegates and Branch postal votes but:

- 19.1 The members must be given twenty-eight clear days' notice of the proposed amendments.
- 19.2 No amendment is valid if it would destroy the charitable status of the Charity.
- 19.3 Clauses 2, 14 and 20 may not be amended without the prior written consent of the Commission.

## 20. DISSOLUTION

- 20.1 If at any time members at a general meeting decide to dissolve the Charity, the Trustees will remain in office as charity trustees and will be responsible for the orderly winding up of the Charity's affairs.
- 20.2 After making provision for all outstanding liabilities of the Charity, the Trustees must apply the remaining property and funds in one or more of the following ways:

- (1) by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;
- (2) directly for the Objects or charitable purposes within or similar to the Objects; or
- (3) in such other manner consistent with charitable status as the Commission approves in writing in advance.

20.3 No member of the Charity shall benefit personally from any distribution of assets or funds.

20.4 A final report and statement of account relating to the Charity must be sent to the Commission.

## 21. INTERPRETATION

In this Constitution:

21.1 'AGM' means an annual general meeting of the Charity;

'Associate member' and 'associate membership' refer to associate non-voting membership of the Charity as defined in clause 5.3;

'beneficiaries' means the members who meet the criteria specified in clause 5;

'Branch' and 'Branches' mean a branch or branches of the Charity's members in a Region of England or in Scotland or Wales or a branch established for postal or overseas members;

'Central Office' means the central administrative office of the charity;

'Chair' means the chair of the Charity appointed in accordance with clause 13;

'Charity' means The National Health Service Retirement Fellowship;

‘charity trustees’ has the meaning prescribed by section 177 of the Charities Act;

‘clear days’ in relation to the period of a notice means a 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;

‘Commission’ means the Charity Commission for England and Wales;

‘connected person’ means any spouse, civil partner, cohabitee, parent, child, brother, sister, grandparent or grandchild of a Trustee, any **firm** of which a Trustee is a member or employee or a company of which a Trustee is a director, employee or shareholder being beneficially entitled to more than one per cent of the share capital;

‘Constitution’ means this Constitution as amended from time to time by the Charity in accordance with clause 19;

‘Co-opted Trustee’ means a Trustee who is co-opted by the Trustees in accordance with clause 8.3 (5);

‘Country Representative’ means an individual who is elected in accordance with clause 6 to represent either Scotland or Wales on the National Council of the Charity;

‘custodian’ has the meaning prescribed by section 17(2) of the Trustee Act 2000;

‘EGM’ means a general meeting of the members of the Charity which is not an AGM;

‘Elected Trustee’ means a Trustee who is nominated by National Council and elected by the Trustees in accordance with clause 8.3 (4);

‘Executive Committee’ means the body of members responsible for the management and administration of a Branch;

‘Ex Officio Trustee’ means a Trustee who holds a specific office in an organisation who is appointed for that reason by the Trustees in accordance with clause 8.3 (5), and who holds office only for such period as he or she is that office-holder;

‘financial expert’ means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

‘financial year’ means the Charity’s financial year;

‘Honorary Treasurer’ means the Honorary Treasurer of the Charity appointed by the Trustees in accordance with clause 13;

‘indemnity insurance’ means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

‘independent examiner’ has the meaning prescribed by section 353 (1) of the Charities Act;

‘material benefit’ means a benefit which may not be financial but has a monetary value;

‘member’ and ‘membership’ refer to membership of the Charity as defined in clause 5.2;

‘months’ means calendar months;

‘National Council’ means the body representing the membership of the Charity whose composition, role and responsibilities are specified in clause 7;

‘Objects’ means the charitable objects of the Charity set out in clause 2;

‘Regional Representative’ means an individual who is elected in accordance with clause 6 to represent a Region of England on the National Council of the Charity;

‘Regions of England’ means the regions within England whose boundaries are agreed by the Trustees for the purposes of the representation of Branches in accordance with clause 6;

‘taxable trading’ means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects;

‘Trustee’ means a charity trustee and member of the governing body of the Charity and ‘Trustees’ the members of the governing body;

‘Vice Chair’ means the Vice Chair of the Charity appointed in accordance with clause 13;

‘Voting Delegate’ means an individual who is authorised by a Branch to attend, act and vote on its behalf at general meetings of the Charity;

‘written’ or ‘in writing’ refers to a legible document on paper including a fax message;

‘year’ means calendar year.

21.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

**ADOPTED AT THE ANNUAL GENERAL MEETING OF THE NATIONAL HEALTH  
SERVICE RETIREMENT FELLOWSHIP**

**HELD AT THE QUEENS' HOTEL, LEEDS**

**ON 4th JULY 2015**

SIGNED

Name .....

Signature .....

**Chairman of meeting**

WITNESSED

Name .....

Address .....

.....

.....

Occupation .....

Signature .....