

CONSTITUTION OF THE ISLE OF WIGHT HEART CARE CLUB

Amended by the constitution Sub-Committee on 10.8.98

Amended by agreement with the membership at the AGM 15 June 2006.

ITEM 1 NAME

The name of the Club is the ISLE OF WIGHT HEART CARE CLUB.

ITEM 2 ADMINISTRATION

Subject to the matters set out below the Club and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee, constituted by Item 7 of this Constitution [“the Executive Committee”].

ITEM 3 OBJECTS

The Club’s objectives are:

- [a] To provide a facility for people with heart conditions, who want to improve the quality of and preserve their lives with continued support and guidance for them and their carers.
- [b] To provide a relaxed and friendly atmosphere in which people can pursue a structured exercise programme tailored to meet their individual needs.
- [c] To provide an opportunity to achieve and maintain a healthy lifestyle with guidance given when required.
- [d] To actively encourage participation in a programme of social activities
- [e] To provide such other objects that the Executive Committee shall from time to time consider being to the benefit of the Club and its Members.

ITEM 4 EXECUTIVE COMMITTEE POWERS

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- [a] power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law relating to private members’ club.
- [b] power to buy any equipment necessary for the achievement of the objects and to equip and maintain it for use.
- [c] power to purchase property or take a lease, or deal with property, as vested in three [3] trustees, to be appointed by the Executive Committee. Trustees to act in respect of any property they hold in accordance with the directions of the Executive Committee.
- [d] power, subject to any consent required by law to sell, lease or dispose of all or any part of the property of the Club.

- [e] power to co-operate with other Clubs, Charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them.
- [f] power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
- [g] power to appoint and constitute such advisory Committees as the Executive Committee may think fit.
- [h] power to do all such lawful things as is necessary for the achievement of the objects.

ITEM 5 MEMBERSHIP

- [a] Membership of the Club shall be open to any person interested in supporting and furthering the objects and open to those as identified in ITEM 3[a]
- [b] Every member shall have equal voting rights.
- [c] Membership shall be confirmed in writing, annually, prior to the A.G.M. to ensuring voting rights.
- [d] The Executive may terminate the membership of any individual by a majority vote of not less than two-thirds of those present, provided that the individual concerned, accompanied by a fellow member, and shall have the right to be heard by the Executive Committee before a final decision is made.
The voting shall be by secret ballot.

ITEM 6 ELECTIONS OF OFFICERS AND OTHER EXECUTIVE COMMITTEE MEMBERS

Officers shall be Chairman, Secretary and Treasurer. The Chairman will Chair all meetings, except in his unavoidable absence the executive committee appoint a chair for that meeting from the committee.

All Officers and Committee Members shall be elected annually and shall be eligible for re-election at each A.G.M.

Nominations for Officers and Committee members must be received by the Secretary no later than seven days prior to the A.G.M and the consent of the Nominee must first be obtained.

ITEM 7 THE EXECUTIVE COMMITTEE

- [a] The Executive Committee shall consist of not less than 7 members nor more than 11 members being:
 - [i] The honorary officers specified in the preceding clause;
 - [ii] not less than 3 and not more than 7 members elected at the AGM who shall hold office from the conclusion of that meeting.
- [b] The Executive may in addition appoint not more than 2 co-opted members. Each of these appointments can be made at any routine meeting of the Executive Committee, or at a special Committee meeting called for that purpose, when at least 7 days notice shall be given to the Committee Members stating the Agenda. Each appointment shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated, in which case the appointment shall run from the date when the post becomes vacant.

- [c] The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- [d] Nobody shall be appointed as a member of the Executive Committee who would, if appointed, be disqualified under the provisions of the following clause.
- [e] No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until signing a copy of this Constitution at the Appendix [The Executive Committee Member's Declaration of acceptance to office] and declare a willingness to act in the interest of the Club.

ITEM 8 DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A member of the Executive Committee shall cease to hold office if he or she:

- [a] becomes incapable by reason of mental disorder, illness or injury, of managing and administering his or her own affairs.
- [b] is convicted of such an offence as would be deemed inappropriate to hold office by the Executive Committee.

ITEM 9 EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

No member of the Executive Committee shall acquire any interest in property belonging to the Club or be interested [otherwise than as a member of the Executive Committee] in any contract entered into by the Executive Committee.

Any interest must be declared in writing and minuted before negotiations of any contract are begun.

The relevant member or members shall abstain from any involvement or discussion of the matter.

ITEM 10 MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- [a] The Executive Committee shall hold a minimum of 6 ordinary meetings each year. A Special Meeting may be called at any time by the Chairman or any two members of the Executive Committee upon not less than 14 days notice being given to the other members of the Executive Committee of the matters to be discussed.
- [b] The Chairman shall act as Chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting and in the absence of the Vice-Chairman, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any business is transacted.
- [c] There shall be a quorum when at least 5 members of the Executive Committee are present at a meeting.
- [d] Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the Chairman of the meeting shall have a casting vote.
- [e] The Executive Committee shall keep minutes, in files kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.

- [f] The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- [g] The Executive Committee may appoint one or more sub-committees for the purpose of making any enquiry or supervising or performing any function or duty, which in the opinion of the Executive Committee, would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committee shall be fully documented and ratified by the Executive Committee.

ITEM 11 RECEIPTS AND EXPENDITURE

- [a] The funds of the Club, including all donations, contributions and bequests, shall be paid into any account operated by the Executive Committee in the name of the Club at such Bank or Building Society as the Executive Committee shall decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee, one of which should be the Treasurer.
- [b] The funds belonging to the Club shall be applied only in furthering the objects of the club.

ITEM 12 ACCOUNTS

The Executive Committee shall ensure:

- [a] The keeping of proper accounts for the Club
- [b] The preparation of annual statements of account for the Club for each financial year ending 31st March.
- [c] The auditing or independent examination of the statement of accounts of the Club.

ITEM 13 ANNUAL GENERAL MEETING

- [a] There shall be an annual general meeting of the Club, which shall be held each year in the month of June, or as soon as practicable thereafter.
- [b] Every annual general meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the annual general meeting to all members of the Club. All the members of the Club shall be entitled to attend and vote at the meeting.
- [c] The elected Chairman shall be the Chairman at annual general meetings, but in the absence of the Chairman or Vice Chairman, the Executive Committee shall elect a Chairman for the meeting.
- [d] The Executive Committee shall present at each AGM a report and accounts of the Club for the preceding year.
- [e] Nominations for election to the Executive Committee must be made by members of the Club, with the consent of the nominee, in writing and must be in the hands of the Secretary of the Executive Committee at least 7 days prior to the A.G.M. Should nominations exceed vacancies, election shall be by ballot.

ITEM 14 SPECIAL GENERAL MEETINGS

The Executive Committee shall at any time, for any special purpose, call a special general meeting, or shall do so upon the written request of 20 or more members stating the reason for the request. The full Membership shall be given 14 days notice of the date and venue of the meeting and the business to be discussed.

ITEM 15 PROCEDURE AT GENERAL MEETINGS

- [a] The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the club.
- [b] There shall be a quorum when at least [10%] ten per cent of the members of the Club, including the Executive Committee Members, are present at any general meeting.

ITEM 16 NOTICE

Any notice required to be served on any Member of the Club shall be in writing and shall be served by the Secretary or the Executive Committee on 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 10 days of posting.

ITEM 17 ALTERATIONS TO THE CONSTITUTION

- [a] Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two thirds of the Members present and voting at a General Meeting. The notice of the general meeting must include notice of the new resolution, setting out the terms of the alteration proposed.
- [b] No amendment may be made to ITEM 9 [EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED] or ITEM 18 [DISSOLUTION] or this ITEM 17.
- [c] No amendment may be made which would have the effect of making the Club cease to be a Club at law.

ITEM 18 DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the Club it shall call a meeting of all members of the Club, of which not less than 21 days notice [stating the terms of the resolution to be proposed] shall be given. If the proposal is confirmed by a two thirds majority of those present and voting, the Executive Committee shall have power to realise any assets held by or on behalf of the Club. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such charitable institution or institutions having objects similar to the objects of the Club, as the Members of the Club may determine or failing that shall be applied for some other charitable purpose.

ITEM 19 EXCLUSION OF LIABILITY

Neither the Club nor any Executive Committee Member or Officer thereof shall be liable to any member or guest of a member for any loss or, or damage to any property occurring from whatever cause, in or about the Club room or premises where meetings are held, or for any injuries sustained by any member or guests whilst on or entering or leaving the Club rooms or premises, and a notice to this effect shall at all times be displayed in a prominent position on Club premises.

ITEM 20 INTERPRETATION OF THIS CONSTITUTION

The Executive Committee shall be the sole authority for the interpretation of the contents of this Constitution and any amendments made by that Committee, within its powers, from time to time. The decision of the Committee on the interpretation of any matter affecting the Club and not provided for in this Constitution shall likewise be final and binding on the Members.