

**The Constitution of the Red Lion Group  
The International Internal Pouch Support Group  
Adopted 27 April 2019**

**1 NAME**

The charity's name is The Red Lion Group: The International Internal Pouch Support Group (RLG)

**2 THE PURPOSES OF THE CHARITY ARE:-**

1. To give help and advice to anyone who has an internal pouch, has had an internal pouch or is considering having a surgical procedure which could result in the formation of an internal pouch.
2. To disseminate knowledge and information to medical practitioners and others about the internal pouch and its advantages and disadvantages by means of conferences, seminars, courses and any other means or media as agreed by the executive committee.
3. To encourage and co-ordinate research into pouch surgery and its consequences.
4. To keep internal pouch patients informed of all relevant matters of interest to them by way of a newsletter and any other relevant means of communication.
5. To give help and advice to anyone who is a friend or relative or have an interest in the welfare of those in section 1. above.

**3 TRUSTEES**

1. The RLG shall be administered and managed by an Executive Committee of trustees who are appointed at the Annual General Meeting (AGM) of the charity. See clause 5.
2. The proceedings of the Executive Committee shall not be invalidated by any vacancy among their member or by any failure to appoint or by any defect in the appointment or qualification of any member.
3. A trustee shall cease to hold office if he/she is disqualified from acting as a member of the Executive Committee by any statutory re-enactment or modification of the Charities Act or appropriate Charity-related legislation in force at the time.
4. A trustee shall cease to hold office if they become incapable, by reason of mental disorder, illness or injury, of managing their own affairs.
5. A trustee shall cease to hold office if they are absent without permission of the Executive Committee from two consecutive meetings and the Executive Committee resolves that their office be vacated.
6. A trustee shall cease to hold office if they notify the Executive Committee of a wish to resign but only if at least three members of the executive Committee will remain in office when notice of the resignation is to take effect.
7. No member of the Executive Committee shall acquire any interest in property belonging to the RLG (other than as a trustee) or receive remuneration or be interested (other than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

**4 CARRYING OUT THE PURPOSES**

In order to carry out the charitable purposes, the trustees have the power to:

- (1) raise funds, receive grants and donations
- (2) apply funds to carry out the work of the charity
- (3) may sell or dispose of all or any part of the property of the charity

- (4) co-operate with and support other charities, associations or institutions with similar purposes
- (5) appoint and constitute such Advisory committees as the Executive Committee shall see fit
- (6) do anything which is lawful and necessary to achieve the purposes

## **5 MEMBERSHIP**

The RLG shall have a membership. Membership shall be open to any person interested in furthering the objectives of the RLG and who has paid the annual subscription as laid down from time to time by the Executive Committee, provided that the Executive Committee may waive the requirement to pay a subscription. The trustees will keep an up-to-date membership list.

The trustees may remove a person's membership if they believe it is in the best interests of the RLG. The member has the right to be heard by the trustees before the decision is made and can be accompanied by a friend.

## **6 ANNUAL GENERAL MEETING – AGM, Annual report and Election of Officers**

The AGM must be held every year, usually in April or as soon as practically possible thereafter, with 14 days' notice given to all members, together with the agenda.

- (1) The executive Committee Chairman shall be the Chairman of the AGM. If the Chairman is not present then, before any business is transacted, the persons present shall elect a Chair for the meeting.
- (2) Minutes must be kept of the AGM.
- (3) There must be at least one tenth or ten members of the group, whichever is the greater, present at the AGM.
- (4) Every member may attend and has one vote.
- (5) The trustees shall present the annual report and accounts. These will also be published in ROAR following presentation at the AGM.
- (6) Any member may stand for election as a trustee. They must be aged over 18. Upon election, no person shall be entitled to act as a member of the Executive Committee until signing in the minute book of the Executive Committee a declaration of acceptance and willingness to act only in the interests of the RLG and according to the written Constitution.
- (7) Nominations for election to the Executive Committee must be made by members of the RLG and may be made at any time before commencement of the AGM. If nominations exceed vacancies, elections shall be held by secret ballot.
- (8) At the AGM, the members shall elect between 5 and 10 trustees to serve for a maximum of three consecutive terms, in the same post. This will include a Chairman, Secretary and Treasurer who shall hold office from the conclusion of the meeting. Not less than two and not more than seven members shall be elected at the AGM and will hold office from the conclusion of the meeting.

- (9) All members of the Executive Committee shall retire from office together at the end of the AGM after the date on which they came into office, but they may be re-elected or re-appointed subject to the terms of clause 6.6.
- (10) The Executive Committee may in addition co-opt not more than four members, but co-opted members must never make up more than one third of the membership of the Executive Committee. Each appointment of a co-opted member shall be made at a meeting of the Executive Committee and shall take effect immediately.
- (11) An Honorary President and up to a maximum of four Honorary Vice Presidents may be appointed by the Executive Committee in recognition of special services to the RLG. They will hold the post until they request the Executive Committee to replace them, or they are removed under the conditions of clause 5.

## **7 TRUSTEE MEETINGS**

- (1) Trustees must hold at least 2 meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee with not less than fourteen days' notice given to other members of the Executive Committee of the matters to be discussed. If the matters include the appointment of co-opted members, then at least twenty-one days' notice must be given.
- (2) At their first meeting after the AGM, they will elect a chair, treasurer and secretary. If the Chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be Chairman before any other business is transacted.
- (3) At least 3 trustees must be present at the meeting to be able to take decisions. Trustees may act by majority decision. Every matter shall be determined by a majority of votes of the members of the Executive Committee present but in the case of equality of votes, the Chairman of the meeting shall have a second (casting) vote.
- (4) Minutes shall be kept for every meeting and retained in an archive for future reference if necessary.
- (5) If trustees have a conflict of interest, they must declare it and leave the meeting while this matter is being discussed or decided.
- (6) During the year, the trustees may appoint up to 2 additional trustees. They will stand down at the next AGM but may be re-elected.
- (7) The trustees may make reasonable additional rules to help run the charity. These rules must not conflict with this constitution or the law.
- (8) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any enquiry, supervising or performing any function or duty which would be more conveniently carried out by a sub-committee provided that all acts and proceedings of such sub-committee shall be fully reported to the executive Committee.

## **8 MONEY AND PROPERTY**

- (1) Money and property must only be used for the RLG's purposes.

- (2) Trustees must keep accounts. The most recent annual accounts can be seen by anybody on request.
- (3) An annual statement of accounts will be prepared, audited and presented at the AGM.
- (4) Trustees cannot receive any money or property from the charity, except to refund reasonable out of pocket expenses.
- (5) Money, including all donations, contributions and bequests, must be held in the designated RLG bank account. All cheques must be signed by at least 2 trustees.

## 9 **GENERAL MEETINGS**

If the Trustees consider it is necessary to change the constitution, or dissolution the charity, they must call a General Meeting so that the membership can make the decision. Trustees must also call a General Meeting if they receive a written request from the majority of members. All members must be given 14 days notice and told the reason for the meeting. All decisions require a two thirds majority. Minutes must be kept.

- (1) **Changes to the Constitution** - can be made at AGMs or General Meetings. The resolution must be passed by not less than two thirds of the members present and voted at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed. No change can be made that would make the organisation no longer a charity. No alterations may be made to the name of the group, the objectives, property, and dissolution of the RLG or alterations to the constitution without the unanimous agreement of the Executive Committee.
- (2) **Special General Meeting** - called on written request from at least 10 of members, in writing, stating the business to be considered. The secretary shall call such a meeting giving at least twenty-one days' notice and stating the business to be discussed. The secretary shall keep a full record of the proceedings at every general meeting of the group. There shall be a quorum when at least one tenth or ten members of the RLG, whichever is the greater, are present at any general meeting.
- (3) **Dissolution** – If the Executive Committee decides that it is necessary or advisable to dissolve the RLG, it shall call a meeting of all members of the RLG stating the resolution to be proposed. Twenty-one days' notice shall be given. The executive Committee shall have the power to realise any assets held by or on behalf of the RLG. Any remaining assets left after settling of all outstanding debts may be given to such institution(s) or having objects similar to the objectives of the RLG or shall be applied for some charitable purpose.
- (4) Trustees may also call a General Meeting

## 10 **Notices**

Any notice requiring to be served on any member of the RLG shall be in writing and shall be served by sending it through the post in a prepaid letter to the last known address and any letter sent shall be deemed to have been received within ten days of posting.

This reviewed constitution was adopted on 27th April 2019 by the people whose signatures appear below. They are the trustees of the charity and will be the trustees until the AGM, which must be held within one year of this date.

I, the undersigned do declare that I accept my election to the Executive Committee, and I further declare that I will only act in that capacity in the interest of the Red Lion Group

**Signed**

**Print name and address**

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