CONSTITUTION

Adopted on the 24th day of February 2002. Amended on the 12th day of April 2003 and further amended on the 29th day of April 2006

A: NAME

The name of the Association is BRITTLE BONE SOCIETY ("The Charity")

B: ADMINISTRATION.

Subject to the matters set out below the charity and its property shall be administered and managed in accordance with this constitution by the Trustees of the Society as constituted by clause G of this constitution (hereinafter “the Executive Committee”).

C: OBJECTS.

The object of the charity shall be to relieve people with Osteogenesis Imperfecta (OI) by such charitable means as the Executive Committee determine, including:-

1) assisting people with Osteogenesis Imperfecta (OI), their relatives and carers to get in contact with each other and to exchange information and experiences.

2) advising on sources of accurate genetic information

3) As far as possible to ensure that people with OI, their relatives and carers are aware of any welfare benefits to which they may be entitled and to inform them of any sources of help

4) issuing a regular newsletter in furtherance of the above objects

5) To advance research into the causes, inheritance and management of OI and related disorders and to publish the useful results of such research
6) Generally to assist people with OI, their relatives and carers and the medical profession in the treatment of OI and related disorders

7) Generally to assist people with OI, their relatives and carers and the social services profession in ensuring the provision of appropriate services.

8) To provide a forum for people with OI, their relatives and carers, healthcare and other professionals to meet together and discuss mutual problems and possible resolutions to those problems. In addition where possible to update the members with the current state of research into the disorder and provide access to the appropriate medical specialists to help resolve specific problems.

9) To make representation to other bodies with power and duties to provide information, advice and equipment to people with OI, their relatives and carers.

10) To assist in the education where possible of all agencies both statutory and voluntary to understand the needs and requirements of people with OI, their relatives and carers.

11) To purchase, develop, and provide for the maintenance of, equipment for the use of people with OI, their relatives and carers.

D: POWERS.

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

1) 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;

2) Power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
3) Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;

4) Power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;

5) Power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;

6) Power to co-operate with other 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;

7) Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.

8) Power to appoint and constitute such advisory committees as the Executive Committee may think fit.

9) Power to do all such other lawful things as are necessary for the achievement of the objects.

E. MEMBERSHIP

1) Membership of the charity shall be open to:

Individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Executive Committee and agreed at the Annual General Meeting.

Any body corporate or unincorporated association which is interested in furthering the Charity’s work and has paid any annual subscription (any such body being called in this constitution a “member organisation”). The, membership fee for member organisations will be set by the Executive Committee.
2) Every member shall have one vote.

3) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.

4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.

5) The Executive Committee may unanimously and for good reason terminate in writing the membership of any individual or member organisation. Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by one other person, before a decision is made.

6) Any member whose membership has been terminated may appeal in writing to the Secretary within 14 days after notice of the termination of his membership. He shall be entitled to attend and address the next Annual General Meeting of the Society. Such Annual General Meeting shall have power, by simple majority, to confirm the termination or to reinstate the member with or without such conditions as the meeting may see fit to impose. Such decision shall be final.

During the period between the meeting of the Executive Committee and the Annual General Meeting the member shall be suspended from any activity in the Society.

7) Any person who has had his membership terminated shall cease to be a member. He shall have no claim to the repayment of any money paid by him on his admission as a member or by way of subscription.
F: OFFICER BEARERS.

At the annual general meeting of the Charity the members shall elect from amongst themselves, a Chairman, Vice-Chairman, Secretary and a Treasurer, who shall hold office from the conclusion of that meeting for a period of three years.

All office bearers are subject to the provisions of clause G, subclause 3.

G: EXECUTIVE COMMITTEE.

(1) The Executive Committee shall consist of not less than 9 members nor more than 13 members being:

a) The office bearers as specified in clause F

b) Not less than 5 and not more than 9 members elected at the annual general meeting who shall hold office from the conclusion of that meeting.

(2) The Executive Committee may in addition appoint not more than 3 co-opted members but so that no one may be appointed as a co-opted member, if, as a result, more than one third of the members of the Executive Committee would be co-opted members.

(3) Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause K, subclause 1 and 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.

(4) All the members of the Executive Committee shall retire from office three years after the annual general meeting in which they were elected or appointed. They may at that time be re-nominated for any position on the Executive Committee for a further or subsequent period of three years.
(5) 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.

(6) Nobody shall be appointed as a member of the Executive Committee who is aged, under 18 years or who would if appointed be disqualified under the provisions of the following clause.

(7) 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 after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity

H: DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

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

1) Is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

2) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

3) Is absent without the permission of the Executive Committee from three consecutive meetings and the Executive Committee resolve that his or her office be vacated: or

4) Notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect.)
I: EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED.

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.

J. PROVISION OF TRUSTEES INDEMNITY

The Executive Committee shall have power to provide indemnity insurance for themselves out of the income of the charity.

The insurance shall not extend to;

1) Any claim arising from act or omission which
   a) The Executive Committee knew to be a breach of trust or breach of duty; or
   b) Was committed by the Executive Committee in reckless disregard of whether it was a breach of trust or breach of duty or not; and

2) The costs of an unsuccessful defence to a criminal prosecution brought against the Executive Committee in its capacity as Trustee of the charity.

K. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman, or by any two members of the Executive Committee. In this case not less than 14 days’ notice must be given to the other members of the Executive Committee of the matters to be discussed. If the matters include an appointment of a co-opted member then not less than 21 days’ notice must be given.

2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present
shall choose one of their number to be chairman of the meeting before any other business is transacted.

3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.

4) 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 second or casting vote.

5) The Executive Committee shall keep minutes in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any Sub-Committee.

6) 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.

7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee, additional members may be appointed from among the general membership for the purpose of making any inquiry 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-committees shall be fully and promptly reported to the Executive Committee and ratified before any action is completed.

L. RECEIPTS AND EXPENDITURE.

(1) The funds of the Charity, including all donations contributions and Bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide.
(2) The Chief Executive of the charity will hold designated authority to act as sole signatory on cheques to the value of £200. All cheques of greater value require two signatories, at least one of which should be an Honorary Officer.

(3) The funds belonging to the Charity shall be applied only in furthering the objects.

M. PROPERTY.

(1) Subject to the provision of sub-clause (2) of this clause, the Executive Committee shall cause the title to:

a) All land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and

b) All investments held by or on behalf of the charity: to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

(2) If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company,) as nominee for the Executive Committee and may pay such a nominee reasonable and proper remuneration for acting as such.
N. ACCOUNTS.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

1) The keeping of accounting records for the Charity;

2) The preparation of annual statements of account for the Charity;

3) The auditing or independent examination of the statements of Accounts, of the Charity; and

4) The transmission of the statements of account of the Charity to the Commission.

O. ANNUAL REPORT.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

P. ANNUAL RETURN.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

Q. ANNUAL GENERAL MEETING

(1) There shall be an annual general meeting of the Charity which shall be held within nine months of the end of the previous financial year or as soon as practicable thereafter.

(2) 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 the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.

(3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a
chairman of the meeting. The chairman specified in Clause F shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.

(4) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

(5) Nominations for election to the Executive Committee must be by Members of the Charity in writing and must be in the hands of the Secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

R. SPECIAL GENERAL MEETINGS.

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days’ notice must be given. The notice must state the business to be discussed.

S. PROCEDURE AT GENERAL MEETINGS.

(1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity,

(2) There shall be a quorum when at least 30 members of the charity are present at any General Meeting.

T. NOTICES.

Any notice required to be served on any member of the Charity, shall be in writing and shall be served by the Secretary or the Executive Committee or 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.
U. ALTERATIONS TO THE CONSTITUTION.

(1) 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 resolution, setting out the terms of the alteration proposed.

(2) No amendments may be made to clause A (the name of charity clause), clause C (the objects clause), clause I (Executive Committee members not to be personally interested clause), clause V (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

(3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law and provided that no amendment which confers a benefit on the members of the Executive Committee shall be made without the prior written consent of the Charity Commission

(4) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

V. DISSOLUTION.

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity 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 Charity.

Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.
W. ADOPTION OF THIS CONSTITUTION

This constitution was adopted by the members of the Brittle Bone Society at the Extraordinary General Meeting held on Sunday 24th February 2002 at West Park Centre, Perth Road, Dundee, Scotland, and amended at the Extraordinary General Meeting held on Saturday 12th April 2003 at Peterborough, Moat House Hotel, Peterborough, England.

Further amended at the Annual General Meeting held on 29th April 2006 at the Sheffield Park Hotel, Sheffield, England.

Signed …………………………………………………………………………

Chairman of Annual General Meeting, 2006