



N.A.P.P. Constitution

9th June 2018

RULES

1. Name

The name of the Association shall be ‘The National Association for Patient Participation’, hereafter called the Association.

2. Objects

The object for which the Association is established is, through the medium of patient participation, to promote the relief of sickness and preservation and protection of health for the public benefit by fostering the highest possible standard of primary medical care through the medium of patient participation.

3. Powers

In furtherance of these objects but not otherwise, the Association shall have the following powers:

- To assist and advise patients, healthcare professionals and primary care organisations in the establishment and support of models of patient participation, particularly Patient Participation Groups. (PPGs).
- To collect and disseminate information, by the use of all appropriate media of communication, on matters relating to patients' participation within the NHS primary healthcare systems.
- To formulate policy on issues relating to patient participation.
- To make public comment based on such policy.
- To promote, conduct and/or commission research, and disseminate the results, (whether by its own officers and servants or by the agency of others) on matters concerning patient participation in primary healthcare.
- To provide a system of affiliation whereby patient participation groups obtain membership of the Association in order to receive continuing support and advice.
- To investigate and establish links with systems of patient involvement in other countries.
- To assist other organisations in pursuit of the principal object of the Association by way of gift or loan of money applied for charitable purposes or by making available facilities for research within the meaning of sub-clause (e) above.
- To edit, print and publish periodicals, journals, pamphlets and other material for distribution to members of the Association and others.
- To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary for the promotion of the objects of the Association and to construct, maintain and alter any buildings or erections for the use of the Association.
- To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association, subject to such consents as may be necessary by law.

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- To undertake and execute any charitable trusts which may be lawfully undertaken by the Association and may advance its objects.
- To negotiate funding to support the objects of the Association.
- To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- To establish and support or aid in the establishment and support of any charitable association or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- To do all such other lawful things as shall further the principal object of the Association.

4. Membership

Membership shall be open to all Patient Participation Groups on payment of such annual subscriptions as shall be decided from time to time by the Board.

Associate membership shall be open to individuals and organisations on payment of such annual subscriptions as shall be decided from time to time by the Board. Associate members shall be entitled to all the rights of membership except voting rights and Associate Membership shall be in accordance with such terms and conditions as the Board shall from time to time decide.

5. Subscription

The annual subscription of members to the Association such a minimum sum as the Annual General Meeting may determine. The Board may at its discretion waive the whole or part of a member's subscription.

Subscriptions are paid annually on the anniversary of the first affiliation payment.

No member shall be entitled to vote at any meeting whilst subscriptions are in arrears. Failure to renew membership within three months of the issue of a reminder may be regarded as resignation by the member concerned.

6. Presidents and Vice-Presidents

There may be a President of the Association and one or more Vice-Presidents who shall be nominated by the members and may be elected at an Annual General Meeting. The President and Vice-Presidents shall not be ex-officio members of the Association but they shall be entitled nevertheless to receive notice of and be present at and speak at Annual, General and Extraordinary General Meetings of the Association, but they shall not be entitled to vote at such meetings unless they are representatives of their Group.

7. Board, Officers and Trustees

The Board shall consist of Trustees, including the Officers (Chairman, Vice-Chairman, Secretary, Treasurer) and Ordinary Trustees, the President, Vice Presidents and co-opted members. Only Trustees are voting members.

There shall be up to six Ordinary Trustees, other than the Officers, nominated and elected by the members.

The Board shall endeavour to meet not less than four times in any period between two Annual General Meetings at such time and place as the Secretary shall specify on the instructions of the Chairman.

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The Board shall be empowered to manage the affairs of the Association and to take any action on its behalf to further the objects of the Association.

At the meetings of the Board, one third of the Trustees plus one, including at least one Officer, shall constitute a quorum. In the event of a tied vote, the Chairman will have an additional casting vote.

The Board may fill any casual vacancy until the Annual General Meeting of the Association.

The Officers of the Board (Chairman, Vice-Chairman, Secretary and Treasurer) shall be elected by the Trustees from amongst their number, informed by any recruitment process the Board approves. Officers will hold their posts for up to three years, after which they must retire, but may offer themselves for re-election for a further three years. After six years Officers will be expected to step down, other than in exceptional circumstances as agreed by the Board (for example, pending the appointment of a replacement Officer) when their term of office may be extended by a further two years.

Ordinary Trustees will hold their posts for up to three years, after which they must retire, but may offer themselves for re-election for a further three years. After six years Ordinary Trustees will be expected to step down, other than in exceptional circumstances as agreed by the Board (for example, pending the appointment of a replacement Ordinary Trustee) when their term of office may be extended by a further two years. When Ordinary Trustees come up for re-election, other nominations may also be voted upon, provided that these nominations, proposed and seconded by member Groups, are forwarded to the Secretary at least six weeks before the date of the Annual General Meeting, and also provided that the consent of the person nominated has first been obtained.

8. Co-opted members

The Board may from time to time co-opt, for any period not exceeding twelve months from the date of the last preceding Annual General Meeting, persons to serve in a non-voting capacity on the Board or any Board Sub-Committee, and may renew such appointments from time to time.

9. Association property

The Subscription and all other property acquired for the purposes of the Association are to be placed in the hands of Trustees. The income and property of the Association shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of the Association shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or monies worth from the Association or by reason of any activity carried out on behalf of the Association; provided that nothing herein shall prevent any payment in good faith by the Association.

The Trustees may deal with the property of the Association vested in them by way of sale, mortgage, charge, lease or otherwise as directed by the Board. A certificate signed by the Secretary shall in favour of persons dealing with the Trustees be conclusive evidence that the Trustees have acted in accordance with the directions of the Board.

All sums collected shall be handed to the Treasurer who shall pay the same into an account in the name of the Association at such bank as the Board may from time to time decide. Cheques signed by the Treasurer alone may be drawn on the said account up to £50.

Cheques for over £50 must be signed by any two mandated Officers.

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10. Meeting

An Annual General Meeting shall be held on a date notified to members at least eight weeks in advance. Resolutions and motions to be presented by the Board shall be issued at that time.

Requests for additional motions and resolutions shall reach the Secretary at least six weeks before the date of the meeting and be signed by the proposer and seconder.

Written notice of the day, hour and place of the Annual General Meeting and of the business to be transacted shall be sent to each member at least four weeks before the date of such meeting.

The Chairman may, at his discretion, allow any minor matters, of which formal notice has not been given, to be discussed and determined at the Meeting. Substantive matters may only be voted on if they have been notified on the Agenda for the meeting circulated to all members as above. The accidental omission to send a notice of a meeting to a member shall not invalidate that meeting.

The Board or one third of the members of the Association may by notice in writing to the Secretary specify the business to be transacted, require the convening of a Special Meeting of the Association. The Secretary shall within seven days of receipt of such notice convene such a meeting by due notice as specified for the Annual General Meeting.

Members may attend and speak at Annual General Meetings but may not vote unless they are the appointed representative of their member Group or a Trustee of the Association.

The President, Chairman of the Board, the Vice-Chairman, or in their absence a person appointed by the Board, shall preside at any Annual General or Special Meeting.

11. Removal of a Trustee

A Trustee ceases to hold office if he or she:

(a) retires by notifying the Board in writing (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);

(b) is absent without the permission of the Trustees from all Board meetings held within a period of six months and the Trustees resolve that his or her post be vacated;

(c) dies;

(d) in the written opinion, given to the Board, of a registered medical practitioner treating that person, that he/she has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

(e) is removed by the members of the Association in accordance with this clause;

(f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

The removal of a Trustee is a serious matter and the Board will apply a series of steps prior to any proposed removal, as laid out in Annex I.

A Trustee shall be removed from office if a resolution to remove that Trustee is proposed at a general meeting of the members, including an Annual General Meeting, called for that, or other, purpose and properly convened in accordance with this constitution, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

A resolution to remove a Trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from post, and has been given a reasonable opportunity of making oral and/or written representations to the members of the Association.

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12. Voting

At an Annual General Meeting or Special Meeting, unless a majority of those present call for a secret ballot, a resolution or motion put to the meeting shall be decided on a show of hands. The representative of each member Group present in person or by proxy shall have one vote. A Group wishing to vote by proxy may give a written authorisation to any person to vote on its behalf. In the event of a tied vote, the Chairman may at his discretion exercise an additional casting vote.

13. Annual Report and Statements of account

The Board shall present at each Annual General Meeting a report of the activities of the Association and its own proceedings during the previous year up to 31st March.

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

- The keeping of accounting records for the Association.
 - The preparation of annual statements of account of the Association.
 - The auditing or independent examination of the statements of account of the Association.
 - The transmission of the statements of account of the Association to the Charity Commission.
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14. Expulsion

If the Board at any time are of the opinion that the expulsion of a member is desirable in the interests of the Association, they may expel that member, but on expulsion, such member shall have the right of appeal to an Annual General Meeting or a Special Meeting.

15. Dissolution

The Association may be dissolved by a resolution passed by a two-thirds majority of those present and voting at an Annual General Meeting or a Special Meeting.

If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, as shall be determined by the Association with the approval of the Charity Commissioners or other authority having jurisdiction under the Charities Act 1980, and in so far as effect cannot be given to this provision, then to some other charitable purpose.

16. Notice and application or rules

Each member of the Association shall upon admission be supplied with a copy of the rules of the Association by the Secretary. The decision of the Board upon any question of the interpretation thereof or upon any matter whatsoever affecting is final and binding on the members.

17. Alterations to the rules

Any of these rules may be rescinded or amended or waived by a resolution passed at an Annual General Meeting or a Special Meeting of which proper notice shall have been given to all members, by a two-third majority of the members present and voting. PROVIDED that no alteration to Rule 2, Rule 15 or this Rule shall be made without the approval of the Court or the Charity Commissioners or other authority having charitable jurisdiction, and provided further that no amendment shall be made which would cause the Association to cease to be a charity in law.

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Annex I – Steps leading towards removal of a Trustee

The removal of a Trustee is a serious matter and the Board will apply a series of steps prior to any proposed removal.

Step 1: A friendly word with the Chairman

The Chairman arranges to have a quiet word with the Trustee in question and explains the impact that their actions are having on the organisation. At this stage it is not usually necessary to refer to the Code of Conduct (although it is helpful if the Chairman is familiar with it in case reference does need to be made to it).

Step 2: A formal word with the Chairman

Such an approach would be used where a friendly word with the Chairman has not resolved the situation, or where the action of the Trustee(s) in question is more serious. Before doing this, the Chairman may wish to talk privately to other Trustees to get their views. It might be appropriate to involve a third party in such a conversation. The concerning behaviour or action should be identified clearly with an explanation of why the Chairman believes that such behaviour is not acceptable. Reference can be made to the Code of Conduct to highlight how such behaviour departs from its standard.

Step 3: Discussion at a Board meeting.

It may be appropriate to raise the subject of the behaviour for discussion in a general way at a Board meeting (with or without the individual(s) in question). If it is a serious matter, it may be better to involve an independent person to facilitate that item of the Board agenda.

Step 4: Formal interview with the Chairman and independent person.

This would include the formal statement of how the Chairman believes that the individual's behaviour is not acceptable and would also allow the individual to present his/her views.

Step 5: Vote of no confidence at a Board meeting.

This can be held to reinforce Board views and to encourage someone to resign as a Trustee.

Step 6: Final Interview with Chairman

As specified in the constitution this should be 14 days before the resolution for to remove the trustee.

Final step: Trustees removal raised as item at an Annual or Special General Meeting.