



Constitution of ME Support NI

*This constitution was formally adopted on the 5th day of February 2013,
by the members of the association in an Annual General Meeting.*

SIGNED: *G. Cheistle* (Chairperson) *J. Marney* (Secretary)

1. NAME

The name of the Association is **ME Support NI** (hereinafter called "the Association").

2. ADMINISTRATION

Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of the Management Committee, constituted by clause 6 of this constitution ("the Committee").

3. OBJECTS AND DEFINITIONS

3.1 The Association is established to advance education about Myalgic Encephalomyelitis (*hereinafter referred to as M.E.*) and its related conditions, to relieve sickness and suffering and to promote, protect and preserve the health and wellbeing of people who have or have suffered from M.E. and its related conditions and their families and carers (*hereinafter called the "beneficiaries"*) in Northern Ireland (*hereinafter called the "area of benefit"*) without distinction of age, gender, disability, sexual orientation, nationality, ethnic identity, political or religious opinion, by associating the statutory authorities, community and voluntary organisations in a common effort to advance education and relieve sickness with the object of improving the conditions of life for the said beneficiaries and in particular to:

- (a) to advance education and promote awareness among the general public and amongst statutory agencies, carers and healthcare providers in the area of benefit in relation to M.E. and the effects, management, treatment, and support of M.E. in an effort to improve and promote the management, care and recovery of those at risk or recovering from M.E.;

- (b) relieve the suffering and needs of those persons who have suffered or been affected by M.E through the provision of advocacy, training, support groups, listening and advice;
- (c) to support by means of financial assistance, research and study into the causes, prevention and treatment of M.E. and related conditions and the dissemination of the useful results of such research for the public benefit;
- (d) to foster an atmosphere of mutual support among the beneficiaries and their families and friends or carers in the area of benefit, and to encourage them to provide mutual support and encouragement to each other;
- (e) to advance any other exclusively charitable purpose relating to the benefit and care of those at risk or affected by M.E. as the Committee, may from time to time, decide in accordance with the law of charity.
- (f) to seek to be as inclusive as possible, by where it is possible and feasible to do so, to try and provide the means (web conferencing, or other electronic means) whereby those physically (or otherwise) unable to attend meetings may participate in the meetings.

3.2 POWERS

In furtherance of the above objects, but not further or otherwise, the Association may:

- (a) Provide, assist in providing, or secure the provision of social services, educational and recreational facilities for the benefit of those affected by M.E. and its related conditions in the area of benefit;
- (b) Provide or secure the provision of welfare rights advice and information and refer those in need of professional assistance to the relevant agencies;
- (c) provide, maintain and equip or assist in the provision, maintenance and equipment of premises and facilities designed to carry out the objects of the Association;
- (d) promote and carry out, or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof;
- (e) organise or assist in organising meetings, lectures, classes and exhibitions, and publish or assist in publishing reports, periodicals, recordings, books or other documents or information;
- (f) obtain collect and receive money by way of subscriptions, grants, donations, bequests, legacies, organising fundraising events, or other

lawful method PROVIDED that the Association shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;

- (g) purchase take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights and privileges necessary for the promotion of the above objects and construct, maintain and alter any buildings or erections which the Association may think necessary for the promotion of its objects;
- (h) make any regulations for any property which may be so acquired;
- (i) subject to any consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association with a view to the furtherance of its objects;
- (j) subject to such consents as may be required by law receive money on deposit or loan and borrow or raise money in such a manner as the Association shall think fit and to charge all or any part of the property of the Association with repayment of money so borrowed;
- (k) invest the moneys of the Association not immediately required for the furtherance of the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
- (l) to make any charitable donation either in cash or assets for the furtherance of the objects of the Association;
- (m) to set aside as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (n) recruit and train volunteers with relevant skills to carry out the objects of the Association;
- (o) employ and pay any person or persons, NOT being a member of Committee to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of remuneration to employees;
- (p) promote and organise co-operation in the achievement of the above objects and to that end to work in association with local authorities and voluntary organisations engaged in the furtherance of the above objects in the area of benefit;
- (q) establish and support, co-operate with, join or amalgamate with any charitable trusts, associations or institutions formed for all or any of the above objects;

- (r) do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

4. MEMBERSHIP

- 4.1 Membership of the Association shall be open to the following, irrespective of ethnic identity, disability, age, gender, political party, nationality, sexual orientation, marital status, or religion:
 - (a) People aged 16 years or over in the area of benefit who subscribe to the objects of the association and whose applications for membership are accepted by the Committee. Such members shall be called Full Members and shall be entitled to vote at meetings of the Association. Those aged 16 and over shall be eligible to be nominated for election to the Committee;
 - (b) Well-wishers anywhere or persons who, in the opinion of the Committee, have special knowledge or experience to offer to the Association; such members shall be called Associate Members and shall not have the right to vote at meetings of the Association;
- 4.2
 - (a) The Management Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association to refuse the application.
 - (b) The Management Committee must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.
 - (c) The Management Committee may consider any written representations the applicant may make about the decision. Management Committees' decision following any written representations must be notified to the applicant in writing and shall be final.
- 4.3 Membership is not transferable.
- 4.4 The Committee shall fix the rate of annual subscription appropriate to each category of membership and shall have the right for good and sufficient reason to terminate the membership of any member, subject to the provisions in Clause 5.1(d).
- 4.5 The Committee shall have full power and discretion in circumstances appearing to them appropriate to waive or reduce the annual subscription payable by a member or members.

5. TERMINATION OF MEMBERSHIP

- 5.1 Membership is terminated if:
 - (a) the member dies;

- (b) the member resigns by written notice to the Association unless, after the resignation, there would be less than 2 members;
- (c) any sum due from the member to the Association is not paid in full within 6 months of it falling due, subject to the provisions of Clause 4.5 hereof;
- (d) the member is removed from membership by a resolution of the Management Committee and a majority vote of the Committee Members present that it is in the best interests of the Association that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (i) the member has been given at least 14 days' notice in writing of the meeting of the Management Committee at which the resolution is proposed and the reasons why it is proposed;
 - (ii) the member, or at the request of the member, the member's representative (who need not be a member) has been allowed to make representations to the meeting;
 - (iii) **the decision of the Committee shall be final.**

6. MANAGEMENT COMMITTEE

- 6.1 The Committee shall meet not less than 2 times a year and shall consist of not less than 4 people elected at an Annual General Meeting. The Committee shall decide the number of Committee members to ideally be elected at an AGM as it sees fit.
- (a) Nominations from full members of the Association for members of the Committee must be made in writing, and must be in the hands of the Honorary Secretary of the Association at least 14 days before the Annual General Meeting hereinafter mentioned.
 - (b) If the number of nominations exceeds the number of vacancies, election shall be by secret ballot of the members of the Association present and voting at an Annual General Meeting.
 - (c) If the number of nominations is less than the number of vacancies, further oral nominations may with the approval of the Annual General Meeting be invited from members present and voting at the said Annual General Meeting.
 - (d) Members who will be unable to attend the Annual General Meeting may request a postal voting form from the Secretary. Postal voting forms must be received back not later than the day before the Annual General Meeting. The postal voting forms will contain the names received for

nomination for the Committee and the known resolutions, with voting options that will be voted on at the Annual General Meeting.

- 6.2 All Committee members (whether elected or co-opted) shall hold office until the close of the next Annual General Meeting when they all shall retire, unless they have been re-elected. All existing Committee members will be eligible for renomination and election. Should a new Committee not be elected at an Annual General Meeting, for any reason, the existing Committee will remain in office until a General Meeting can be held to elect a new Committee. This General Meeting should take place as soon as is reasonably possible.
- 6.3 The Committee elected at an Annual General Meeting shall have the power to co-opt further members to fill any casual vacancy arising on the Committee, or to enlist Committee members with particular skills, who shall be Full Members and who shall serve until the conclusion of the next following Annual General Meeting PROVIDED that the number of co-opted members shall not exceed one-third of the total membership of the Committee. Co-opted members shall have the right to vote.
- 6.4 The Chairperson, Secretary and Treasurer, who shall be the Honorary Officers of the Association, shall be Full Members of the Association, and shall be elected annually by and from the members of the Committee at their first meeting following the Annual General Meeting. The office of Chairperson shall not be held by any one person for more than three consecutive years, unless two thirds of the full Committee vote (where any resulting fraction is rounded to the next lower whole number) in favour of the person being re-elected as Chairperson.
- 6.5 The Trustees (if appointed for the purpose of holding property in their own names on behalf of the Association) shall be notified of and shall be entitled to attend all meetings of the Committee but without the power to vote.
7. DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE MANAGEMENT COMMITTEE
- 7.1 A Committee Member shall cease to hold office if he or she:
- (a) is disqualified from acting as a Trustee by virtue of section 86 of the Charities Act (NI) 2008 (or any statutory re-enactment or modification of that provision);
 - (b) ceases to be a member of the Association;
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (d) resigns as a committee member by 14 days written notice to the Association, or;

- (e) is absent without reasonable excuse or permission of the Management Committee from all of their meetings within a period of 3 consecutive meetings and the Management Committee resolve that his or her office be vacated. In the event that an office is vacated in this way, this place may be filled by co-option in accordance with Clause 6.3 above;
- (f) is removed from the Committee after a resolution has been proposed to the Committee and a vote where two thirds of the full Committee vote (where any resulting fraction is rounded to the next lower whole number) in favour of the proposal and that it is in the best interests of the Association that the Committee Member is disqualified and removed from the Committee. A resolution to disqualify and remove a Committee Member from the Committee may only be passed if:
 - (i) the Committee Member has been given at least 14 days' notice in writing of the meeting of the Management Committee meeting at which the resolution is to be proposed and the reasons why it is proposed;
 - (ii) the Committee Member, or at the request of the Committee Member, their representative (who need not be a member) has been allowed to make representations to the meeting, if they wish to do so.

8. FUNCTIONS OF THE COMMITTEE

- 8.1 The Association and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The Committee may make such regulations as they consider appropriate for the efficient conduct of the business of the Committee and the Association.
- 8.2 The Committee may appoint such staff NOT being members of the Committee as they consider necessary on such terms and conditions as they may determine in line with legislative and best practice requirements.
- 8.3
 - (a) The Committee may appoint such sub-committees, advisory groups or working parties of their own members and other persons as they may from time to time decide necessary for the carrying out of their work, and may determine their terms of reference, duration and composition. Such terms shall be recorded in the minute book. All such sub-committees shall report back fully and promptly.
 - (b) No expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the Committee.
 - (c) The Committee may revoke or alter a delegation.

- 8.4 The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-options or qualification of any member.

9. CHAIRING MEETINGS

- 9.1 All meetings of the Association or of the Committee or of any of its sub-committees shall be presided over by its Chairperson failing whom its Vice-Chairperson, if one has been appointed. If neither the Chairperson nor Vice-Chairperson are present, those present may elect one of their number to take the Chair. The Chairperson of any meeting shall have a second or casting vote.

10. FINANCE

- 10.1 All moneys raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose PROVIDED THAT nothing herein contained shall prevent the payment of legitimate out-of-pocket expenses to members of the Association engaged upon the approved business of the Association.
- 10.2 The Honorary Treasurer shall keep proper accounts of the finances of the Association.
- 10.3 The financial year of the Association shall run from the 1st of January to the 31st of December.
- 10.4 The accounts shall be audited by an auditor or auditors appointed by the Annual General Meeting OR examined by any independent person who shall be appointed at the Annual General Meeting.
- 10.5 An annual statement of accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting.
- 10.6 A bank account shall be opened in the name of the Association with Bank of Ireland, Andersonstown Road Branch, Belfast, or with such other bank as the Committee shall from time to time decide. The Committee shall authorise in writing the Honorary Treasurer and 2 members of the Committee to sign cheques on behalf of the Association. All cheques must be signed by not less than 2 of the 3 authorised signatories.

11. TRUST PROPERTY

- 11.1 The Association may appoint and may terminate the appointment of not less than 3 people to act as Trustees for the purpose of holding any moneys or property belonging to the Association. The title to all or any such real and/or personal property which may be required by or for the purposes of the Association shall be vested in the Trustees who shall hold such property in trust for the Association. The Trustees shall act under the instructions of the Committee who shall, subject to the approval and consent of the Association as

determined by a General Meeting, have power to fill vacancies among the Trustees.

12. ANNUAL GENERAL MEETING

12.1 An Annual General Meeting of the Association shall be held at such place and time (not being more than 15 months after the holding of the preceding Annual General Meeting) as the Committee shall determine.

12.2 At such Annual General Meetings the business shall include the following:

- a) the election of members to serve on the Committee;
- b) the appointment of an independent person to examine the annual accounts;
- c) the consideration of an Annual Report of the work done by or under the auspices of the Committee;
- d) the consideration of the annual accounts;
- e) the consideration of resolutions from the Committee or from members of the group PROVIDED that such resolutions shall have been sent in writing to the Honorary Secretary at least 14 days before the Annual General Meeting;
- f) the transaction of such other matters as may from time to time be considered necessary.

13. SPECIAL GENERAL MEETINGS

13.1 The Committee may at any time at its discretion or shall upon a requisition signed by not less than 4 members having the power to vote and giving reasons for the request, call a Special General Meeting of the Association for the purpose of altering the constitution in accordance with Clause 18 hereof or of considering any matter which may be referred to them by the Committee or for any other purpose. If the Management Committee fail to hold the meeting within 28 days of the requisition, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

14. NOTICE

14.1 The minimum notice period required to hold any general meeting of the Association is 21 clear days from the date on which the notice is deemed to have been given.

14.2 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

14.3 The notice must be given to all members and to the Management Committee.

15. ADJOURNMENTS

- 15.1 The members present at a meeting may resolve that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
- 15.2 No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not been taken place.

16. RULES OF PROCEDURE AT ALL MEETINGS

Voting

- 16.1 Subject to the provisions of Clauses 6.4, 7.1(f) and 18 hereof all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat.
- 16.2 Subject to the provisions of Clause 4, each member shall have one vote. In the case of an equality of votes the Chairperson shall have a second or casting vote.

Minutes

- 16.3 Minute books shall be kept by the Committee and all other sub-committees and the appropriate Secretary shall enter therein a record of all proceedings and resolutions.
- 16.4 The Committee must keep minutes of all:
- (1) appointments of officers and trustees;
 - (2) proceedings at meetings of the Association;
 - (3) all sales and purchases of the Association;
 - (4) meetings of the Committee and all other delegated sub-committees;
 - (5) all professional advice obtained.

Quorum

- 16.5 The quorum at General Meetings of the Association shall be 8 and at meetings of the Committee shall be 3, or such other number as the Committee may from time to time determine.
- 16.6 No business shall be transacted at any meeting unless a quorum is present.
- 16.7 If a quorum is not present within half an hour from the time appointed for the meeting; or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Management Committee shall determine. The Management Committee must re-convene the meeting and must

give at least 7 days' clear notice of the re-convened meeting stating the date, time and place of the meeting.

17. STANDING ORDERS/RULES

17.1 The Committee may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the association. The Committee must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Association. The bye laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the association and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the association in relation to one another, and to the association's employees and volunteers;
- (c) the setting aside of the whole or any part or parts of the association's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the Committee in so far as such procedure is not regulated by the Constitution;
- (e) the keeping and authenticating of records;
- (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

17.2 The Committee shall have power to adopt, issue, add, alter or repeal Standing Orders and/or Rules for the Association. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS THAT they shall be subject to review by the Association in General Meeting and shall not be inconsistent with this constitution.

17.3 The rules or bye laws shall be binding on all members of the Association.

18. ALTERATIONS TO THE CONSTITUTION

18.1 Any alterations to this Constitution shall receive the assent of not less than two-thirds of the members of the Association present and voting at the Annual General Meeting or a meeting specially called for the purpose PROVIDED THAT notice of any such alteration shall have been received by the Honorary Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be brought forward.

18.2 At least 14 clear days notice in writing of the meeting setting forth the terms of the alteration to be proposed shall be sent by the Honorary Secretary to each

member of the Association PROVIDED FURTHER THAT no alteration shall be made which would cause the Association to cease to be a charity at law.

19. DISSOLUTION

- 19.1 If the Committee by a simple majority decide at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Association they shall call a meeting of all members of the Association who have the power to vote of which meeting not less than 21 days notice (stating the terms of the Resolution to be proposed thereat) shall be given.
- 19.2 If such decision shall be confirmed by a simple majority of those present and voting at such meeting the Committee shall have power to dispose of any assets held by or in the name of the Association.
- 19.3 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 Association as the Committee may decide.
- 19.4 In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself a charity).

20. DECLARATION OF COMMITTEE MEMBERS' INTERESTS

- 20.1 A committee member must declare to the Committee the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the association or in any transaction or arrangement entered into by the association which has not previously been declared. A committee member must absent himself or herself from any discussions of the Committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the association and any personal interest (including but not limited to any personal financial interest).

21. CONFLICTS OF INTERESTS

- 21.1 If a conflict of interests arises for a Committee member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in this Constitution, the unconflicted Committee members may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted Committee member is absent from the part of the Committee meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted Committee member does not vote on any such matter and is not to be counted when considering whether a quorum of Committee members is present at the meeting; and

- (c) the unconflicted Committee members consider it is in the interests of the association to authorise the conflict of interests in the circumstances applying.

21.2 In Clause 21.1, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Committee member or to a connected person.

22. VALIDITY OF COMMITTEE MEMBERS' DECISIONS

22.1 Subject to Clause 22.2, all acts done by a meeting of Committee members, shall be valid notwithstanding the participation in any vote of a Committee member:

- (a) who had previously resigned, or who had ceased to be a Committee member by virtue of any provision in accordance with Clause 7.1 hereof;
- (b) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without:

- (c) the vote of that Committee member; and
- (d) that Committee member being counted in the quorum;

the decision has been made by a majority of the Committee members at a quorate meeting.

22.2 Clause 22.1 does not permit a Committee member or connected person to keep any benefit that may be conferred upon him or her by a resolution of the Committee members if, but for Clause 22.1, the resolution would have been void, or if the Committee member has not complied with Clause 20.1.

23. INDEMNITY AND INSURANCE

23.1 The Association must insure to their full value against any foreseeable risk all the property of the Association (except those buildings that are required to be insured by a tenant). The Association must also insure suitably in respect of public liability and employer's liability and take out other insurance policies to protect the Association when required.

23.2 The Association may purchase indemnity insurance for the **Management Committee members/Trustees** against any liability that by virtue of any rule of law would otherwise attach to a **Management Committee member/Trustee** or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Association but excluding:

- (a) fines;
- (b) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the **Management Committee member/Trustees** or other officer;
- (c) liabilities to the Association that result from conduct that the **Management Committee members/Trustees** or other officer knew or must be assumed to have known was not in the best interests of the Association or about which the person concerned did not care whether it was in the best interests of the Association or not.

24. PATRONS

24.1 The Committee shall appoint Patrons for the Association as it sees fit.

24.2 The role of the Patrons may include, but may not be restricted to:

- (a) Lending of their name in order to add to the credibility and integrity of the Association and its services and activities;
- (b) Adding weight to the capacity of the Association to progress its purpose, especially its public image and income-generating capacity and performance, e.g. attending fund-raising events as a VIP guest, keynote speaker, 'fronting' a public appeal, featuring on promotional leaflets;
- (c) Being one of a number of Patrons of the Association to be listed on letterhead, pamphlets and Annual Reports to signal their endorsement of the Association and its purpose or cause.

25. SPECIAL ADVISERS

25.1 The Committee shall appoint Special Advisers for the Association as it sees fit.

25.2 The Committee shall make all reasonable and necessary provision for the payment of remuneration to special advisers when required.