

Heart Valve Voice

A Charitable Incorporated Organisation

Registered Charity No. 1159219

CONSTITUTION

May 2020

CHARLIE CATTELL
SOCIAL ECONOMY CONSULTANCY

01274 900728
charlie@charliecattell.co.uk
www.charliecattell.net

CONTENTS

Name.....	page 1
National location of principal office.....	1
Objects	1
Powers	1
Application of income and property	2
Benefits and payments to Trustees and connected persons	2
General provisions	2
Scope and powers permitting benefits to Trustees or connected persons	2
Payment for supply of goods only - controls	3
Liability of members	3
Board of Trustees	3
Number of Trustees	3
Functions and duties of Trustees	3
Eligibility for Trusteeship	4
First Trustees	4
Appointment of Trustees	4
Information for new Trustees	4
Retirement and removal of Trustees	4
Taking of decisions by Trustees	5
Delegation by Trustees	5
Meetings of Trustees	5
Calling meetings.....	5
Chairing of meetings.....	5
Procedure at meetings	5
Saving provisions.....	6
Conflicts of interest and conflicts of loyalties	6
Membership of the CIO.....	6
Decisions which must be made by the members of the CIO	6
Members' written resolutions	7
General meetings of members	7
Calling of general meetings of members	7
Notice of general meetings of members	7
Procedure at general meetings of members	7
Execution of documents	7
Use of electronic communications	7
Keeping of Registers.....	8
Minutes	8
Accounting records, accounts, annual reports and returns, register maintenance	8
Rules.....	8
Disputes	8
Amendment of Constitution	8
Voluntary winding up or dissolution	9
Interpretation	9

Constitution of
Heart Valve Voice
A Charitable Incorporated Organisation

Registered Charity No. 1159219

Date of Constitution (last amended): 11th May 2020

Name

1. The name of the Charitable Incorporated Organisation ("the CIO") is **Heart Valve Voice**.

National location of principal office

2. The principal office of the CIO is in England.

Objects

3. The objects of the CIO are—
 - (a) to assist in the diagnosis treatment management and care of persons suffering from heart valve disease by the raising awareness and providing support to effective and timely treatments;
 - (b) to promote and protect the physical and mental health of sufferers of heart valve disease in the UK through the provision of financial assistance, support, education and practical advice;
 - (c) to advance the education of the general public in all areas relating to heart valve disease, (together the "Objects").

Powers

4. The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO has power to—
 - (a) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
 - (b) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
 - (d) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a Trustee only to the extent that it is permitted to do so by clauses 8 to 16 (Benefits and payments to Trustees and connected persons) and provided it complies with the conditions of those clauses;
 - (e) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000.

Application of income and property

5. The income and property of the CIO must be applied solely towards the promotion of the objects, provided that—
 - (a) a Trustee is entitled to be reimbursed from the property of the CIO, or may pay out of such property, reasonable expenses incurred by him or her when acting on behalf of the CIO;
 - (b) a Trustee may benefit from Trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
6. None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.
7. Nothing in this clause shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by clause 8.

Benefits and payments to Trustees and connected persons

General provisions

8. No Trustee or connected person may—
 - (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
 - (b) sell goods, services, or any interest in land to the CIO;
 - (c) be employed by, or receive any remuneration from, the CIO;
 - (d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by clauses 9 to 15 or is authorised by the court or the Charity Commission ("the Commission"). In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting benefits to Trustees or connected persons

9. A Trustee or connected person may receive a benefit from the CIO as a beneficiary provided that a majority of the Trustees do not benefit in this way.
10. A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
11. Subject to clause 15, a Trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the Trustee or connected person.
12. A Trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
13. A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
14. A Trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

Payment for supply of goods only - controls

15. The CIO and its Trustees may only rely upon the authority provided by clause 11 if each of the following conditions is satisfied—
 - (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the Trustee or connected person supplying the goods ("the supplier").
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other Trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
 - (f) The reason for their decision is recorded by the Trustees in the minute book.
 - (g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by this Constitution.
16. In clauses 9 to 15—
 - (a) "the CIO" includes any company in which the CIO:
 - i) holds more than 50% of the shares; or
 - ii) controls more than 50% of the voting rights attached to the shares; or
 - iii) has the right to appoint one or more directors to the board of the company;
 - (b) "connected person" includes any person within the definition set out in clause 75 (Interpretation).

Liability of members

17. If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

Board of Trustees

Number of Trustees

18. There must be at least three Trustees. If the number falls below this minimum, the remaining Trustee or Trustees may act only to call a meeting of the Trustees, or appoint a new Trustee. There is no maximum number of Trustees that may be appointed to the CIO.

Functions and duties of Trustees

19. The Trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each Trustee—
 - (a) to exercise his or her powers and to perform his or her functions in his or her capacity as a Trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and

- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to—
 - i) any special knowledge or experience that he or she has or holds herself out as having; and,
 - ii) if he or she acts as a Trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

Eligibility for Trusteeship

- 20. Every Trustee must be a natural person.
- 21. No one may be appointed as a Trustee—
 - (a) if he or she is under the age of 16 years;
 - (b) if he or she would automatically cease to hold office under the provisions of clause 28; or
 - (c) if he or she is otherwise prevented by any act, order or direction from acting as Trustee.
- 22. No one is entitled to act as a Trustee whether on appointment or on any re-appointment, until he or she has expressly acknowledged (in whatever way the Trustees determine) his or her acceptance of the office of Trustee.
- 23. At least one of the Trustees must be 18 years of age or over. If there is no Trustee aged at least 18 years, the remaining Trustee or Trustees may act only to call a meeting of the Trustees, or appoint a new Trustee who is 18 years of age or over.

First Trustees

- 24. The first Trustees of the CIO are Benjamin Bridgewater, Keith Jackson and Jarir Amarin.

Appointment of Trustees

- 25. Apart from the first Trustees, every Trustee must be appointed by a resolution passed at a properly convened meeting of the Trustees. New Trustees may be appointed for a fixed period of service, or for an indefinite period, at the discretion of the Trustees.
- 26. In selecting individuals for appointment as Trustees, the Trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

Information for new Trustees

- 27. Upon appointment, all Trustees shall be given—
 - (a) a copy of the current version of this Constitution; and
 - (b) a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

Retirement and removal of Trustees

- 28. The office of a Trustee shall be immediately vacated if he or she—
 - (a) resigns his or her office in writing to the CIO (but only if at least three Trustees will remain in office); or
 - (b) is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his or her office be vacated; or
 - (c) is removed from office for conduct prejudicial to the CIO by a majority vote of the Trustees, provided that any Trustee whose removal is proposed shall have the right to make representation to the meeting where the decision is to be taken;

- (d) becomes bankrupt or makes any arrangement with his or her creditors generally; or
- (e) is otherwise disqualified by law from serving as a charity trustee.

Taking of decisions by Trustees

29. Any decision may be taken either—
- (a) at a meeting of the Trustees; or
 - (b) by resolution in writing or electronic form agreed by all of the Trustees.

Delegation by Trustees

30. The Trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Trustees may at any time alter those terms and conditions, or revoke the delegation.
31. This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Trustees, but is subject to the following requirements:
- (a) a committee may consist of two or more persons, but at least one member of each committee must be a Trustee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the Trustees as a whole as soon as is reasonably practicable; and
 - (c) the Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

Meetings of Trustees

General

32. Subject to the provisions of this Constitution and the Act, the Charity Trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

Calling meetings

33. A meeting shall be summoned on the request of a Trustee by giving reasonable notice to all the Trustees. It shall not be necessary to give notice of a meeting to any Trustee for the time being absent from the United Kingdom.

Chairing of meetings

34. The Trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Trustees present may appoint one of their number to chair that meeting.

Procedure at meetings

35. A Trustee may not appoint anyone else to act on his or her behalf at meetings of the Trustees.
36. A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
37. No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is made. "Present" includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.
38. The quorum shall be two Trustees or one-third of the Trustees, whichever is the greater number.

39. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
40. Questions arising at any meetings shall be decided by a majority of votes, each Trustee having one vote. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

Saving provisions

41. In the event that a decision is made by the Trustees (or a committee of Trustees), and it transpires that a Trustee participated in that decision who should not have done so because he or she—
 - was disqualified from holding office;
 - had previously retired or who had been obliged by the Constitution to vacate office;
 - was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;that decision shall be valid if, had that Trustee not participated, the decision would have been made anyway by a majority of the Trustees at a quorate meeting.
42. The above clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for that clause, the resolution would have been void, or if the Trustee has not complied with clause 43.

Conflicts of interest and conflicts of loyalties

43. A Trustee must—
 - (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
 - (b) absent himself or herself from any discussions of the Trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).
44. Any Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

Membership of the CIO

45. The members of the CIO shall be its Trustees for the time being. The only persons eligible to be members of the CIO are its Trustees.
46. Membership of the CIO cannot be transferred to anyone else.
47. Any member and Trustee who ceases to be a Trustee automatically ceases to be a member of the CIO.

Decisions which must be made by the members of the CIO

48. Any decision to—
 - (a) amend the Constitution of the CIO;
 - (b) amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs; or
 - (c) wind up or dissolve the CIO (including transferring its business to any other charity)must be made by a resolution of the members of the CIO acting as members, rather than as Trustees.

49. Decisions of the members may be made either—
 - (a) by resolution at a general meeting; or
 - (b) by resolution in writing.
50. Decisions involving an amendment to the Constitution or to the winding up of the CIO must be made in accordance with the provisions contained elsewhere in this Constitution. Other decisions require a simple majority vote of the members, either at a meeting or by written resolution.

Members' written resolutions

51. A proposed written resolution shall be circulated to members and to the auditors in the same manner as notices for general meetings. Members signify their approval of the resolution if they wish to vote for it, and need take no action if they wish to vote against. A written resolution is passed as soon as the required majority of eligible members have signified their agreement to it.
52. The document indicating a member's approval of a written resolution may be sent to the CIO as hard copy or in electronic form. A member's agreement to a written resolution, once signified, may not be revoked.
53. A written resolution lapses if the necessary number of approvals has not been received 28 days after the first day on which copies of the resolution were circulated to members.

General meetings of members

Calling of general meetings of members

54. The Trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in clause 48.

Notice of general meetings of members

55. The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.
56. Except where a specified period of notice is strictly required by another clause in this Constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.
57. Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

Procedure at general meetings of members

58. The provisions in this Constitution governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to Trustees to be taken as references to members.

Execution of documents

59. A document is validly executed by the CIO if it is signed by at least two of the Trustees.

Use of electronic communications

60. The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular—
 - (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

- (b) any requirements to provide information to the Commission in a particular form or manner.

Keeping of Registers

- 61. The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and Trustees.

Minutes

- 62. The Trustees must keep minutes of all—
 - (a) appointments of officers made by the Trustees;
 - (b) proceedings at general meetings of the CIO;
 - (c) meetings of the Trustees and committees of Trustees including:
 - i) the names of the Trustees present at the meeting;
 - ii) the decisions made at the meetings; and
 - iii) where appropriate the reasons for the decisions;
 - (d) decisions made by the Trustees otherwise than in meetings.

Accounting records, accounts, annual reports and returns, register maintenance

- 63. The Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- 64. The Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

Rules

- 65. The Trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or byelaws must not be inconsistent with any provision of this Constitution. Copies of any such rules or byelaws currently in force must be made available to any member of the CIO on request.

Disputes

- 66. If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this Constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Amendment of Constitution

- 67. As provided by clauses 224-227 of the Charities Act 2011, this Constitution can only be amended—
 - (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- 68. Any alteration of clause 3 (Objects), clauses 71 to 74 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

69. No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
70. A copy of any resolution altering the Constitution, together with a copy of the CIO's Constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

Voluntary winding up or dissolution

71. As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made—
 - (a) by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with this Constitution, of which not less than 14 days' notice has been given to those eligible to attend and vote; or
 - (b) by a resolution agreed in writing by all members of the CIO.
72. Subject to the payment of all the CIO's debts—
 - (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - (b) If the resolution does not contain such a provision, the Trustees must decide how any remaining assets of the CIO shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
73. The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular—
 - (a) the Trustees must send with their application to the Commission:
 - i) a copy of the resolution passed by the members of the CIO;
 - ii) a declaration by the Trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - iii) a statement by the Trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this Constitution;
 - (b) the Trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any Trustee of the CIO who was not privy to the application.
74. If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

Interpretation

75. In this Constitution—

"connected person" means:

 - (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
 - (b) the spouse or civil partner of the Trustee or of any person falling within sub-clause (a) above;
 - (c) a person carrying on business in partnership with the Trustee or with any person falling within sub-clause (a) or (b) above;

- (d) an institution which is controlled -
 - i) by the Trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - ii) by two or more persons falling within sub-clause (d)(i), when taken together;
- (e) a body corporate in which -
 - i) the Trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Constitution.

"General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012.

"Dissolution Regulations" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The "Communications Provisions" means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.

"Trustee" means a Trustee of the CIO.

A "poll" means a counted vote or ballot, usually (but not necessarily) in writing.