

CONSTITUTION

NAMES AND OBJECTIVES

1. The name of the Society (hereinafter called 'The Society) is the Tissue Viability Society.
2. The objectives for which the Society is established are to promote learning and advance public education in the study of tissue viability and do all such things as may be conducive to improve standards in tissue viability as a multi-professional activity
3. In the furtherance of the above objectives the Society may:
 - 3.1 Hold open Scientific Meetings for the study of all aspects of tissue viability.
 - 3.2 Establish committees to deal with any matters concerned with the Society's objectives.
 - 3.3 Establish Regional Branches and Special Interest Groups to further the Society's objectives.
 - 3.4 Issue reports or other publications on the work of the Society, including the publication of a Scientific Journal.
 - 3.5 Do such other things as may be deemed necessary in furtherance of the above objectives.

MEMBERSHIP

4. Membership of the Society shall be open to all persons who are concerned, interested or engaged in tissue viability or the objectives of the Society.
5. Membership shall be in the categories of Individual, Library or Honorary. Members shall pay an annual subscription of an amount to be determined from time to time by the Council. Honorary Members may be appointed on the recommendation of the Council as a mark of recognition of distinguished contribution to furthering the objectives of the Society. Honorary Members shall not pay a subscription or be eligible to vote. All individual members shall each be entitled to a single vote during any ballot called by the Council.
6. There shall be a Patron of the Society who shall be appointed by, but not be a member of, the Council.

THE OFFICERS OF THE SOCIETY AND THE COUNCIL

7. The Officers of the Society shall be the Chair, the Vice Chair and the Treasurer who shall all be members of the Society having previously been elected to Council. The Vice-Chair shall be elected by Council and will hold office until such time until such time as the current Chair completes his or her term of office. The Vice-Chair will then take over the post of Chair and shall hold office for two years from the date of the first AGM following their appointment to the post. The Treasurer shall be appointed by Council and will hold office until his or her term of office upon Council expires. The Chair shall be the Chair of the Council and in the absence of the Chair, the Vice-chair will Chair the Council. In the absence of both, the Council will elect a Chair from its numbers. If the Chair shall cease to hold office the Vice-Chair will take over as Chair and a new Vice-Chair will be elected by Council. If the Vice-Chair shall cease to hold office, the

Council shall have the power to elect a successor who shall hold office according to the terms described above.

8. There shall be a Council which shall be the body responsible for directing and co-ordinating the work of the Society. Unless otherwise determined by a General Meeting of the Society, the Council shall consist of not less than seven nor more than fifteen other members of the Society. The members of the Council shall serve as Trustees of the Society.
9. Each Council member shall be elected to serve a three year term of office upon Council beginning from the AGM at which their election is ratified. A Council member whose term of office has elapsed shall not be eligible for re-election for one year. The Chair shall have power to co-opt other members of the Society to Council, for a period no longer than twelve months, provided that the number of co-opted members does not exceed one third of the total membership of the Council. Should a co-opted member then stand for election to Council the period of their co-option will not count within their three year term of office. No retiring Council member can be co-opted to Council for twelve months after ending their term of office. Co-opted members of Council do not have any Council voting rights nor shall they act as a Trustee of the Society.
10. As far as possible the composition of the council shall reflect the multi-disciplinary nature of the Society, with no more than two members from industry
11. The Council shall meet at least twice a year. The quorum of the Council shall be the Chair or Vice-Chair, the Treasurer and not less than three other members of Council, excluding those co-opted to Council. The business to be dealt with shall be notified at least fourteen days prior to the meeting of Council.
12. In an emergency the Chair may authorise a summoning of a Council meeting at shorter notice than fourteen days, but no business other than that stated in the notice convening the meeting shall be dealt with.
13. The Council may cause to be created committees tasked to undertake specific actions compatible with the objectives of the Society. Each committee shall nominate a Chair, said Chair to be a member of the Society. Prior to the created committee undertaking specific actions the Chair of the Society will act to ratify the nomination. The meetings and proceedings of any such committee shall be governed by the provisions for regulating the meetings and proceedings of Council as far as is applicable. The proceedings of any Committee must be reported back to the Council promptly.
14. The Council shall cause proper minutes to be made of all elections and appointments of officers made by Council. The appointment of cheque signatories shall also be minuted by Council. The Council shall also cause and approve proper minutes of all General Meetings of the Society, meetings of the Council and meetings of Committees of the Council.

FINANCES

15. Subject to sub-clause (1) the income and property of the Society shall be applied solely towards promotion of the objectives of the Society as set out in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly to the officers and or Council members of the Society, provided that nothing shall prevent the payment in good

faith of reasonable and proper out of pocket expenses to any officer and or Council member of the Society. Bank accounts shall be opened in the name of the Society on such terms as the Council shall decide. The Council shall decide who may sign cheques on behalf of the Society. Cheques must be signed by two persons and one of whom shall be the Treasurer for every cheque in excess of £5,000.

- (1) Any member of the Council who possesses specialist skills or knowledge required by the Charity for its proper administration may charge and be paid reasonable charges for work of that nature done by him or her when instructed by an Officer of the Council to act on behalf of the Charity, provided that:
 - a) At no time shall a majority of the members of the Council benefit under this provision; and
 - b) A member of Council shall withdraw from any meeting of the Council at which his or her own instruction or remuneration is being discussed.
16. The Accounts will be audited or independently examined dependent upon the regulations set down by the Charity Commission from time-to-time.

ADMINISTRATIVE ARRANGEMENTS

17. The Council shall also employ such staff as it believes necessary for the proper administration and development of the Society. The Council will also cause to be available sufficient accommodation and services to allow the efficient management of the Society.

GENERAL MEETINGS

18. The Society shall hold an Annual General Meeting each year. No business shall be transacted at any General Meeting unless a quorum is present. A quorum shall be the Chair or Vice-Chair, three members of Council and ten members of the Society.
- 19 The purpose of the Annual General Meeting shall be to:
 - 19.1 Receive, and if thought fit, adopt the report of the Council on the work of the Society for the year ending 31st December last.
 - 19.2 Receive, and if thought fit, adopt the audited accounts of the Society for the financial year ending 31st December last.
 - 19.3 Elect the members of the Council for ensuing year.
 - 19.4 Elect the Auditors or Independent Examiners for the ensuing year.
 - 19.5 Transact any other business that may be brought before it
- 20 Notice of the Annual General Meeting shall be given by the Chair at least twenty one days before the date of the meeting. Where elections to Council are to occur at a General Meeting all nominations must be returned within the stated period of nomination. Following the expiration of the period of nomination, if insufficient numbers of nominations have been received dependent upon the number of Council members to be elected, then valid nominations for the vacant Council places may be made at the General Meeting. Nominations must be proposed by one member and seconded by another member of the Society.

- 21 A Special General Meeting of the Society may be summoned at any time by the Chair. At least twenty-one days notice of such a Meeting and of the business to be dealt with shall be given by the Chair.
- 22 Notice of all General Meetings of the Society shall be communicated via the Journal of Tissue Viability and the TVS web site which shall be considered as valid means of communication to all members of the Society. While every member of the Society is entitled to attend all General Meetings, the fact that any Member has not for any reason whatsoever been notified of a General Meeting shall not invalidate such a Meeting or of any resolution passed, or of any elections made at such a Meeting.

WINDING UP OF THE SOCIETY

- 23 (i) If the Council decides that it is necessary or advisable to dissolve the Society it shall call a special general meeting of all members of the Society of which not less than 21 days notice shall be given. If the proposal is confirmed by a two thirds majority of those present and voting the Council shall have power to realise any assets held by or on behalf of the Society. 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 Society as the members of the Society 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 Society must be sent to the Commissioners..

(ii)(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 amendment may be made to Clause 1 (the Name of the Charity Clause), Clause 2 (the Objects Clause), Clause 15 (Finances), Clause 23 (the Winding Up 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.

(4) The Council should promptly send to the Commissioners a copy of any amendment made under this clause.

October 2008.