

NOrF

NATIONAL OUTREACH FORUM

PART 1

1. Adoption of the Constitution

The organisation and its properties will be administered and managed in accordance with the provisions in Part 1 and 2 of this constitution.

2. The name

The name of the organisation is: The National Outreach Forum (NOrF).

3. The objects.

The objectives of NOrF are:

- 3.1. To promote improvement in the quality of care of patients on general wards, who are level 1 and above.
- 3.2. To promote collaborative transdisciplinary patient centered partnerships.
- 3.3. To support the staff caring for patients on the general wards, who are level 1 and above.
- 3.4. To disseminate best practice evidence to those caring for the level 1 patient and above in whatever clinical setting

4. Application of the Income and Property

- 4.1 The income and property of the NOrF shall be applied solely towards the promotion of the Objects
- 4.2 A member of the NOrF may pay out of, or be reimbursed from, the property of the NOrF reasonable expenses properly incurred by him or her when acting on behalf of the NOrF.
- 4.3 None of the income of the NOrF may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the NOrF.

5. Dissolution

- 5.1 If the members resolve to dissolve the NOrF, the Executive Board (EB) will remain in office and be responsible for winding up the affairs of the NOrF.
- 5.2 The EB must collect all the assets of the NOrF and pay or make provision for all the liabilities of NOrF.
- 5.3 The EB must apply any remaining property or money directly to the objects, or transfer to any other charity for the same purpose.
- 5.4 The members must pass a resolution before or at the same time as the resolution to dissolve the NOrF specifying the manner in which the EB are to apply the remaining assets.
- 5.5 In no circumstances shall the net assets of the NOrF be paid or distributed among the members of the NOrF.

6. Amendments

- 6.1 Any provision contained in part 1 of this constitution may be amended provided that:
 - a) No amendment can be made to alter the objects without reasonable communication with the members or donors to the NOrF.
 - b) Any resolution to amend a provision in Part 1 or Part 2 of this constitution is passed by no less than two thirds of the members present and voting at a general meeting.

Part 2

7. Membership

- 7.1 The subscribers to the NOrF are admitted to membership in accordance with the Rules and Bye-laws of the NOrF.

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- 7.2 Membership is open to individuals who are registered health care practitioners, and individuals who are of good character with a genuine interest in Critical Care Outreach.
- 7.3 Membership is not transferable
- 7.4 The EB may only refuse an application for membership if they consider it to be in the best interests of the NOrF.
- 7.5 The EB must inform the applicant in writing of the reasons for refusal within twenty-one days of the decision.
- 7.6 The EB must keep a register of names and addresses of the members of the NOrF. These records must comply with the data protection act.

8. Termination of membership

- 8.1 Membership is terminated if:
 - a) The member dies or the NOrF ceases to exist.
 - b) The member resigns in writing to the NOrF EB
 - c) A subscription fee due from the member is not paid in full within six months for being due.
 - d) The member is removed by resolution of the executive in that it is in the best interests of the NOrF. The resolution can only be passed if the member has been given twenty-one days notice in writing.

9. General meetings

- 9.1 The NOrF must hold a general meeting within twelve months of the adoption of the constitution.
- 9.2 An annual general meeting must be held each subsequent year and not more than fifteen months should elapse between successive annual general meetings.
- 9.3 Other meetings can be called by the EB and held at any time.

- 9.4 The EB must call a meeting if requested to do so in writing by at least ten members (or one tenth of the membership, whichever is the greater). The request must state the nature of the business that is to be discussed.

10. Notice

- 10.1 The minimum period of notice required prior to hold any general meeting of the NOrF is fourteen clear days from the date on which notice is deemed to be given.
- 10.2 A general meeting can be called at shorter notice if all members agree.
- 10.3 The notice must specify the time, date and place of the meeting and the general nature of business.
- 10.4 The notice must be given to all members.

11. Quorum

- 11.1 No business shall be transacted at any general meeting unless a quorum is present.
- 11.2 A quorum is all members entitled to vote at the meeting, or one tenth of the total membership at that time (whichever is the greater).
- 11.3 If a quorum is not present within half an hour from the time appointed for the meeting, or during the meeting a quorum ceases to exist, then the meeting shall be adjourned.
- 11.4 The EB should convene another meeting and must give at least seven days notice of the date, time and place of the meeting.

12. Chair

- 12.1 The person who is elected as Chair shall chair general meetings.
- 12.2 If there is no Chair present then a member can nominate a Chair.

13. Adjournments

- 13.1 The members present at the meeting may resolve that the meeting shall be adjourned.
- 13.2 The person chairing the meeting must decide on the date, time and place at which the meeting is to be reconvened

14. Votes

- 14.1 Each member shall have one vote, but if there is an equality of votes then the person chairing the meeting shall have the casting vote.

15. Executive Board (EB)

- 15.1 The NOrF and its property shall be managed and administered by a committee comprising the EB.
- 15.2 A permanent management committee should be elected in accordance with this constitution at the first AGM.
- 15.3 The NOrF shall have the following Executive officers:
 - a) A Chair
 - b) A Vice Chair
 - c) A secretary
 - d) A treasurer
- 15.4 An EB member/Management Committee member must be a member of the NOrF.
- 15.5 The number of the Management Committee should not be less than three.
- 15.6 The first Management Committee members shall be those elected as Officers at the meeting at which this constitution is adopted.
- 15.7 A Management Committee member may not appoint anyone to act on his or her behalf at meetings of the NOrF.
- 15.8 The total number of members of the management Committee should not exceed twelve.

16. The appointment of Board Executives

- 16.1 The NOrF in general meeting shall elect the Executive Board.
- 16.2 The Executive Board may appoint any person who is willing to act as an Executive.
- 16.3 Each of the Executive shall serve a two year term and retire at the general meeting of that two year term but shall be eligible for re election.
- 16.4 Election of Executive members at a general meeting must be preceded by prior notice in writing.

17. Powers of the Executive Board

- 17.1 The Management Committee must manage the business of the NOrF and have the power to:
 - a) Raise funds
 - b) Co operate with other organisations and exchange information and advice with them
 - c) Establish or support any organisations formed for any of the purposes of the objects of the NOrF
 - d) Acquire, merge or enter into any partnerships or joint venture arrangements with any other organisations formed for any part of the objects.
 - e) Set aside income as a reserve against future expenditure
 - f) Obtain and pay for such goods and services that are necessary for carrying out the objects of the NOrF
 - g) Open and operate bank and other accounts, as the Management Committee consider necessary.
 - h) Do all such lawful things as are necessary for the achievements of the Objects.
- 17.2 No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Management Committee.

18. Disqualification and removal of the Executive Board

- 18.1 An Executive Board member shall cease to hold office if he or she:
- a) Ceases to be a member of the NOrF
 - b) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
 - c) Resigns as an Executive Board member by notice to the NOrF
 - d) Is absent without the permission of the Executive Board from all their meetings held within a period of six consecutive months and the Executive Board resolve that his or her office be vacated.

19. Proceedings of the Executive Board

- 19.1 The Executive Board may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 19.2 Any Executive Board member may call a meeting of the Executive Board
- 19.3 The secretary must call a meeting of the Executive Board if requested to do so by an Executive Board member.
- 19.4 Questions arising at a meeting must be decided by a majority of votes.
- 19.5 In the case of an equality of votes, the person who Chairs the meeting shall have the casting vote.
- 19.6 No decision may be made at an Executive Board meeting unless a quorum is present.
- 19.7 A quorum shall be two or the number nearest to one third of the total number of the Executive Board, whichever is the greatest.
- 19.8 The person elected as Chair shall chair meetings of the Executive Board If the Chair is unwilling or not present then the Executive Board members present can appoint another Executive Board member to chair the meeting.

20. Delegation

- 20.1 The Executive Board may delegate any of their powers or functions to a committee of two or more Executive Board members but the terms of that delegation must be recorded in the Minutes.
- 20.2 The Executive Board may impose conditions when delegating, and revoke or alter a delegation.
- 20.3 All acts and proceedings of any committee must be fully and promptly reported to the Executive Board.

21. Minutes

- 21.1 The Executive Board must keep minutes of all:
 - a) Appointments of Executive Board members
 - b) Proceedings of meetings of the NOrF

22. Annual reports and Return and Accounts

- 22.1 The Executive Board must keep accounting records for the NOrF
- 22.2 The Executive Board must prepare an annual report for the NOrF for its members.

23. Rules

- 23.1 The Executive Board may from time to time make rules or bye-laws for the conduct of their business
- 23.2 The bye-laws may regulate the following matters but are not restricted to them
 - a) The admission of members to the NOrF and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made.
 - b) The conduct of members of the NOrF in relation to one another.
 - c) The procedures at general meetings or meetings of the Executive Board.
 - d) The keeping and authenticating of records

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- 23.3 The NOrF in general meetings has the power to alter, add or repeal the rules or bye-laws.
- 23.4 The Executive Board must adopt the means to bring sufficient notice of the rules and bye-laws to the notice of the members of the NOrF.
- 23.5 The rules and bye-laws shall be binding on all members of the NOrF. No rules or bye-laws shall be inconsistent with, or shall affect or repeal anything contained in the constitution.