

The National Outreach Forum Constitution

PART 1

1. Adoption of the Constitution

The organisation and its property 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 NORF is a not-for-profit and tax-exempt association. The objects are to promote and protect good health and relieve sickness for the public benefit by:

- 3.1 To promote improvement in the quality of care for patients on general wards, who require Level 1 care and above (see definitions below).
- 3.2 To promote collaborative trans-disciplinary and multidisciplinary patient-centered partnerships
- 3.3 To support the staff caring for patients on general wards, who require Level 1 care and above.
- 3.4 To disseminate best practice evidence to those caring for the Level 1 patient and above in whatever the clinical setting.

***Levels of Critical Care for Adult Patients
Intensive Care Society 2009***

Level 0

Patients whose needs can be met through normal ward care in an acute hospital

Level 1

Patients at risk of their condition deteriorating, or those recently relocated from higher levels of care, whose needs can be met on an acute ward with additional advice and support from the Critical Care team

Level 2

Patients requiring more detailed observation or intervention including support for a single failing organ system or post-operative care and those 'stepping down' from higher levels of care

Level 3

Patients requiring advanced respiratory support alone, or basic respiratory support together with support of at least two organ systems. This level includes all complex patients requiring support for multi-organ failure.

4. Application of 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 be payed 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 NOrF Board will remain in office and be responsible for winding up the affairs of the NOrF.
- 5.2 The NOrF Board must collect all the assets of the NOrF and pay or make provision for all the liabilities of NOrF.
- 5.3 The NOrF Board 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 NOrF Board 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. Amendment of Constitution

- 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. This can be a face-to-face or an online General Meeting.

PART 2

7. Membership

- 7.1 The subscribers to the NORF are admitted to membership in accordance with the Rules and By-laws of the NORF.
- 7.2 Membership is open to individuals who are registered health care practitioners, and lay persons who are of good character with a genuine interest in Critical Care Outreach.
- 7.3 Membership is not transferable
- 7.4 The NORF Board may only refuse an application for membership if they consider it to be in the best interests of the NORF.
- 7.5 The NORF Board must inform the applicant in writing of the reasons for refusal within twenty-one days of the decision.
- 7.6 The NORF Board must keep a register of names and addresses of the members of the NORF. These records must comply with General Data Protection Regulations, May 2018.

8. Termination of Membership

- 8.1 Membership is terminated if:
 - a) The member resigns in writing to the NORF Board
 - b) A subscription fee due from the member is not paid in full within six months for being due.
 - c) The member is removed by resolution of the NORF Board 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.
 - d) The member dies or the NORF ceases to exist.

9. General Meetings

- 9.1 An Annual General Meeting must be held each year and not more than eighteen months should elapse between successive Annual General Meetings.
- 9.2 Other meetings can be called by the NORF Board and held at any time.
- 9.3 The NORF Board must call a special General 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.
- 9.4 General Meetings, regular or extraordinary, can take place as a face-to-face or online via a web-based communication system.

10. Notice for General Meetings

- 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 for General Meetings

- 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 NORF Board should convene another meeting and must give at least seven-day notice of the date, time and place of the meeting.

12. Chair for General Meetings

- 12.1 General meetings shall be chaired by the person who has been elected as Chair.
- 12.2 If there is no such Chair present, then another Board member can act as Chair.

13. Adjournments of General Meetings

- 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
- 13.3 No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

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. Officers and Trustees

- 15.1 The NORF and its property shall be managed and administered by a committee comprising of the National Outreach Forum Board (NORF Board).
- 15.2 The NORF Board should be elected and re-elected in accordance with this Constitution at an Annual General Meeting.
- 15.3 There are 3 categories of NORF Board members:
 - a) Executive: advisory and executive role
 - b) Board: advisory role
 - c) Co-opted: advisory and special interest role
- 15.4 The NORF shall have the following Executive Officers:
 - a) Chair
 - b) Vice Chair
 - c) Secretary
 - d) Treasurer
 - e) Immediate Past Chair

- 15.5 Co-opted Board members will represent other relevant organisations to the business of the NOrF. Some of the Co-opted members are listed below. The list is not exhaustive.
- a) Public and Patient Involvement organisations
 - b) International Society for Rapid Response Systems
 - c) Paediatric Rapid Response
 - d) Wales, Northern Ireland and Scotland representation
- 15.6 All NOrF Board member must be a member of the NOrF.
- 15.7 The number of the NOrF Board should not be less than six.
- 15.8 The total number of members of the NOrF Board should not exceed fifteen.
- 15.9 The current NOrF Board members shall be those elected and re-elected as Officers at the meeting at which this Constitution is adopted.
- 15.10 A NOrF Board member may not appoint anyone to act on his or her behalf at meetings of the NOrF.

16. The appointment of NOrF Board Members

- 16.1 The NOrF membership shall elect the NOrF Board Officers at a General Meeting
- 16.2 Co-opted NOrF members on specific roles can be proposed by any NOrF member and approved at a General Meeting.
- 16.3 The NOrF Board may appoint any person who is willing to act as a Board member. These Board members will be known as Board-Elect until ratification at a General Meeting.
- 16.4 Each of the Executive Board and Board member shall serve a two-year term and retire at the General Meeting of that two-year term but shall be eligible for re-election.
- 16.5 Election of Board members at a General Meeting must be preceded by prior notice in writing.

17. Powers of the NOrF Board

- 17.1 The NOrF Board 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 Executive NOrF Board 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 NOrF Board.
- 17.3 Any meeting of the NOrF Board at which quorum is present at the time the relevant decision is made, may exercise all the powers exercisable by the NOrF Board.

18. Disqualification and removal of the NOrF Board

- 18.1 A NOrF 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 a NOrF Board member by notice to the NOrF
 - d) Is absent without the permission of the NOrF Board from all their meetings held within a period of six consecutive months and the NOrF Board resolve that his or her office be vacated.

19. Proceedings of the NOrF Board

- 19.1 The NOrF Board may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 19.2 Any NOrF Board member may call a meeting of the NOrF Board
- 19.3 The Secretary must call a meeting of the NOrF Board if requested to do so by a NOrF 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 a NOrF Board meeting unless a quorum is present.
- 19.7 A quorum shall be three or the number nearest to one third of the total number of the NOrF Board, whichever is the greatest. One of them should be a NOrF Executive Board member.
- 19.8 The person elected as Chair shall chair meetings of the NOrF Board. If the Chair is unwilling or not present, then the Vice-chair or any of the NOrF Executive Board members can take this role. NOrF Board members present can appoint another Board member to chair the meeting.

20. Delegation

- 20.1 The Executive NOrF Board may delegate any of their powers or functions to a committee of two or more Executive NOrF Board members but the terms of that delegation must be recorded in the minutes.
- 20.2 The Executive NOrF 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 NOrF Board.

21. Minutes

- 21.1 The NOrF Board must keep minutes of all:
- a) Appointments of Executive, Non-executive, Co-opted and Elect NOrF Board members
 - b) Proceedings of meetings of the NOrF including the names of those present at the meetings, the decisions made at the meetings and where appropriate the reasons for the decisions.

22. Annual reports and Return and Accounts

- 22.1 The NORF Board must keep accounting records for the NORF members
- 22.2 The NORF Board must prepare an annual report for the NORF members. This shall be presented at a General Meeting.

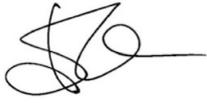
23. Rules

- 23.1 The NORF 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 NORF Board Meetings.
 - d) The keeping and authenticating of records
- 23.3 The NORF in General Meetings has the power to alter, add or repeal the rules or bye-laws.
- 23.4 The NORF 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.

24. Conflict of Interest

- 24.1 A NORF Board member must absent him or herself from any discussions of the NORF Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the organization and any personal interest.

Reviewed and Ratified

NOrF Chair:  Dr Isabel M Gonzalez

NOrF Vice Chair:  Prof. Natalie Pattison

Date: 10th July 2018, Manchester, 12th Annual General Meeting