

Constitution of the Preoperative Association

Date of constitution (last amended): 6th November 2022

1. Name

The name of the society is the Preoperative Association, also known as the POA.

2. National location of principal office

The society's principal office is in England.

3. Objects

The objects of the society are:

The advancement of health for the public benefit through improvements to patient safety by:

- (a) *education, information and support including the production of evidence-based guidelines for inter-professional healthcare teams involved in preoperative assessment health checks and ensuring patients fitness for surgery;*
- (b) *education in the science and practice of preoperative assessment and medicine by the conduct of a conference, meetings, study days and training events;*
- (c) *promoting best practice through research, and the publication of the results of such research, audit and consensus.*

Nothing in this constitution shall authorise an application of the property of the POA for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

4. Powers

The POA has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the POA's powers include power to:

4.1 Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The POA must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land.

4.2 Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.

4.3 Sell, lease or otherwise dispose of all or any part of the property belonging to the POA. In exercising this power, the POA must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011.

4.4 Employ and remunerate such staff as are necessary for carrying out the work of the POA. The POA may employ or remunerate a trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to POA trustees and connected persons) and provided it complies with the conditions of those clauses.

4.5 Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the POA 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.

5. Application of income and property

5.1 The income and property of the POA must be applied solely towards the promotion of the objects.

5.2 A POA trustee is entitled to be reimbursed from the property of the POA or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the POA.

5.3 A POA trustee may benefit from trustee indemnity insurance cover purchased at the POA's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

5.4 None of the income or property of the POA may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the POA. This does not prevent a member who is not also a council member receiving:

- (a) A benefit from the POA as a beneficiary of the POA;
- (b) Reasonable and proper remuneration for any goods or services supplied to the POA.

5.5 Nothing in this clause shall prevent a trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6. Benefits and payments to Trustees and connected persons

6.1 No Trustee or connected person may:

- (a) Buy or receive any goods or services from the POA on terms preferential to those applicable to members of the public;
- (b) Sell goods, services, or any interest in land to the POA;
- (c) Be employed by, or receive any remuneration from, the POA;
- (d) Receive any other financial benefit from the POA;

unless the payment or benefit is permitted by sub-clause (6.2) of this clause, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

6.2 Scope and powers permitting Trustees' or connected persons' benefits:

- (a) A charity trustee or connected person may receive a benefit from the POA as a beneficiary of the POA provided that a majority of the trustees do not benefit in this way.
- (b) A charity 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 POA where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (6.3) of this clause charity trustee or connected person may provide the POA with goods that are not supplied in connection with services provided to the POA by the council member or connected person.

- (d) A charity trustee or connected person may receive interest on money lent to the POA at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the charity trustee or connected person to the POA. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the POA on the same terms as members of the public.

6.3 The POA and its charity trustees may only rely upon the authority provided by sub-clause (6.2)(c) of this clause 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 POA and the charity 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 charity trustees are satisfied that it is in the best interests of the POA to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity 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 POA.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- (f) The reason for their decision is recorded by the charity trustees in the minute book.
- (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

6.4 In sub-clauses (6.2) and (6.3) of this clause:

- (a) “the POA” includes any company in which the Preoperative Association:
 - (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 society;
- (b) “connected person” includes any person within the definition set out in clause (30) (Interpretation);

7. Conflicts of interest and conflicts of loyalty

7.1 All charity trustees and lay members must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the POA or in any transaction or arrangement entered into by the POA which has not previously been declared; and

7.2 All charity trustees and lay members must absent himself or herself from any discussions of the council members 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 POA and any personal interest (including but not limited to any financial interest) and when scoring or judging research grant applications, bursary awards or any abstracts.

7.3 Any POA charity trustee or lay members absents 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 Board of Trustees on the matter.

8. Liability of members to contribute to the assets of the POA if it is wound up

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

9. Membership of the POA

9.1 Categories of membership:

- (a) Medical Doctor membership
- (b) Allied Healthcare Professional membership

9.2 Eligibility for membership:

- I. **Medical Doctor** membership of the POA is open to all consultant/non-consultant/trainee doctors with an interest in furthering the aims of the society and who remain registered with the General Medical Council (or equivalent). Overseas or retired doctors are not required to be registered with the General Medical Council to be a POA member. Each Medical Doctor member will be eligible to vote at elections of the POA.
- II. **Allied Healthcare Professional** membership of the POA, including nurses/pharmacists/managers/ administrative staff, is open to all non-medical doctors and healthcare professionals (including pharmacists, nurses and persons not medically qualified) with an interest in furthering the aims of the society. Each Allied Healthcare Professional member will be eligible to vote at elections of the POA.

9.3 Application for membership:

All membership is applied for via the POA website: <https://www.pre-op.org> or via an alternative vehicle at the discretion of the Honorary Secretary.

9.4 Membership subscription fees:

- (a) Membership subscription fees are reviewed annually. The Board of Trustees reserves the right to alter the level of the subscription fee inline with the needs of the POA.
- (b) All membership subscription fees are due on the anniversary of the joining date; and are valid for a period 1 year.
- (c) Membership subscription fees are non-refundable and non-transferable.

Membership is renewed annually and is dependent upon clearance of the membership subscription fee. All members must ensure that their subscription is honoured within 30 days of the due date. Membership rights during this 30 day period are suspended if the subscription fee is unpaid, and it does not accord voting rights. Membership expires if the subscription is not received on the 30th day following either a new application or renewal of an existing membership.

9.5 It is the duty of each member of the POA to exercise his or her powers as a member of the society in the way he or she decides in good faith would be most likely to further the purposes of the POA.

9.6 All paid members are entitled to attend and speak at Annual General Members' Meetings and to attend, speak and vote at General Meetings.

9.7 Termination of membership:

- (a) "Membership of the POA will cease if:
 - (i) The member dies; or
 - (ii) The member sends a notice of resignation to the POA; or
 - (iii) Any sum of money owed by the member of the POA is not paid in full within 30 days of its falling due; or
 - (iv) The Board of Trustees decides that it is in the best interest of the POA to terminate the membership, and pass a resolution to that effect.
- (b) Before the Board of Trustees decides to take any decision to remove someone from membership of the POA they must;
 - (i) Inform the member of the reasons why it is proposed to remove him, her or it from membership; and
 - (ii) Give a minimum of 21 calendar days notice to the member.

9.8 Honorary and Lay member (non-voting) membership:

- (a) The Board of Trustees may create Honorary, Lay member and/or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- (b) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10. Members' decisions

10.1 General provisions: Except for those decisions that must be taken in a particular way as indicated in sub-clause (10.3) of this clause, decisions of the members of the POA shall be taken by vote at General Meeting as provided in sub-clause (10.2) of this clause.

10.2 Subject to sub-clause (10.3) of this clause, any decision of the members of the POA may be taken by means of a resolution at a General Meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

10.3 Decisions that must be taken in a particular way:

- (a) Any decision to amend this constitution must be taken in accordance with clause (22) of this constitution (Amendment of Constitution).
- (b) Any decision to wind up or dissolve the POA must be taken in accordance with clause (24) of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the POA to one or more other societies must be taken in accordance with the provisions of the Charities Act 2011.

11. Annual General Meetings of members

11.1 There must be an annual general meeting (AGM) of the members of the POA. The first AGM must be held within 18 months of the registration of the charity. Subsequent AGMs will be held at intervals of not more than 15 months.

11.2 The AGM will receive:

- (a) The annual statement of accounts (duly audited or examined where applicable) and the Trustee's annual report.
- (b) Record the results of the elections of Officers and elected members of Board of Trustees.
- (c) Consider Board of Trustees' plans for future activities of the POA.
- (d) Any further matters set out in the Rules and Regulations.

11.3 The Board of Trustees will announce notice for the AGM and its proceedings conducted, in accordance with the Regulations.

11.4 The AGM may take place at the Annual Conference or at a suitable alternative time, either in person or via a virtual/online medium, convened at a time deemed suitable to Board of Trustees and the POA membership.

11.5 The President of the POA, if present and willing, will act and preside as Chair of the meeting. Subject to that, the Board of Trustees may appoint another trustee to chair that meeting.

11.6 The Board of Trustees must announce notice for the AGM within 21 clear days if they receive a request to do so from at least 10% of the POA members. The request should state the business to be dealt with at the meeting and authenticated by the members making the request.

11.7 All paid members are entitled to attend and speak and vote at AGMs. No decisions binding on the council or the POA can be taken at an AGM.

11.8 Members of the POA may propose items for discussion in the AGM. Any such proposal will be validated or invalidated by a quorate of the Board of Trustees. Any such proposal must reach the secretary of the Board of Trustees at least 30 days before the AGM.

11.9 On items proposed by the members for the POA AGM, members are entitled to vote by show of hands or by any other electronic means such as may be provided. Such a resolution may be passed by a simple majority of votes cast at the meeting.

11.10 Quorum at general meetings:

- (a) No business shall be transacted at any general meeting of the members of the POA unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be at least ten members entitled to vote.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 30 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the POA's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 30 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Board of Trustees but may not make any decisions. If

decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

11.11 Voting at general meetings:

- (a) Any decision other than one falling within clause (10.3) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (d) A poll may be taken:
 - (i) At the meeting at which it was demanded; or
 - (ii) At some other time and place specified by the chair; or
 - (iii) Through the use of postal or electronic communications.
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

11.12 Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

11.13 Other general meetings or extraordinary meetings of the members of the POA may be held at any time at the discretion of the President and Charity Trustees.

12. Officers of the POA

12.1 The Board of Trustees exists to exercise the powers of the POA to carry out the charitable purposes in the interests of the beneficiaries.

12.2 The Board of Trustees shall manage the affairs of the POA and may for that purpose exercise all the powers of the society. It is the duty of each board member:

- (a) To exercise his or her powers and to perform his or her functions as a trustee of the POA in the way he or she decides in good faith would be most likely to further the purposes of the POA; 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 himself or herself out as having; and

- (ii) If he or she acts as a charity trustee of the POA 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.

12.3 First charity trustees

The first charity trustees of the POA are:

Dr Robert Hill, President
Mrs Ali Turner, Immediate Past President
Dr Henry Murdoch, President Elect
Dr Cathryn Eitel, Honorary Secretary
Miss Claire Badger, Honorary Treasurer
Dr Simon Lewis, Governance and Risk Lead
Mrs Christina Reihill, Education Committee
Professor Burra Murthy, Education Committee
Miss Anjna Patel, Education Committee

13. Eligibility for Board of Trustees of POA

13.1 Board of Trustees is composed of members of the POA, one Lay member, who need not be a member of the POA can be appointed by the Board of Trustees but there is no requirement for a Lay member.

13.2 From time to time there may be co-opted individuals to Board of Trustees who may not be members of the POA but will be advisors to Board. An advisory group individual does not hold an office and is not voted on to the board by the POA membership. Therefore, a co-opted individual does not have voting rights on Board of Trustees and is not a charity trustee. The Board of Trustees shall determine the period of co-option of any individual and may terminate the co-option of an individual at any time.

13.3 The individual roles required of the Board of Trustees may vary from time to time depending on the needs of the POA. A role may be started or stopped following a majority vote of the Board of Trustees,

13.4 The officers of Board of Trustees will vary on a regular basis. Nominations will be sought from the total membership. Officers will be elected through a majority vote of the Board of Trustees. Elections will take place for each office at an interval of two years or sooner if the office is vacated. An officer can occupy any single office for an initial term of three years that can be extended for a further three years. As of April 2016, a maximum term of 10 years can be served on the Board of Trustees for any new trustee.

13.5 An elected member of Board of Trustees may at any time tender resignation before the date on which the completion of the term of office being served would take effect, provided that no such resignation shall be effective until accepted by the Board of Trustees.

13.6 Retirement and removal of charity trustees: A charity trustee ceases to hold office if he or she

- Retires by notifying the POA Board of Trustees in writing.
- Is absent for more than 3 Board of Trustees meetings in a 12-month period, the Board of Trustees will decide by a majority vote whether to allow the member to continue to sit on the council.

- It is expected that any member of Board of Trustees who ceases their clinical practice would normally demit office after the following National POA conference.
- Dies.
- Is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

13.7 Conflict of interest: Annually all members of the Board of Trustees must identify any conflict of interest and submit this in writing to the President. All members of the Board of Trustees, co-opted, acting in an observer capacity agree to disclose any conflict of interest and submit this in writing or verbally (if present) to the President at each meeting, and these to be recorded within the meeting's minutes. Where a relevant item has been disclosed the member may, subject to the President's discretion remain during consideration of the item and partake in any debate concerning it.

14. Officers

- President (two years)
- Immediate past President (one year)
- President-Elect (one year)
- Honorary Secretary (three years)
- Honorary Treasurer (three years) / Finance officer
- Education Lead (three years)
- Governance & Risk Lead (three years)
- Digital and Social Media Lead (three years)
- Co-opted representatives (may include a patient representative) to make up an advisory group as the need arises and as agreed by Board of Trustees. (The co-opted representatives will not have voting rights).

14.1 Each officer (other than the President, Immediate Past President and President-Elect) shall hold office for a term of three years from the date of his/her election and at the end of his term is eligible for re-election for one or more further terms to that office or for election to another office. It is assumed by the POA that any member of the Board of Trustees will be considered for the offices of the Board of Trustees.

14.2 The President shall hold office for a term of two years and at the end of his/her term shall not serve any further term as President but, shall serve as Immediate Past President for one year. The President shall be elected for one year in advance of taking office as President and during that year shall serve as President-Elect. The President is eligible to be re-elected with a gap in their term of office, but not as a continuation of the first term of office.

14.3 In exceptional circumstances, if the Board of Trustees fails to elect the next President or President-Elect, the present President may be requested to continue for another one year until the next President is elected and the immediate Past President will continue in the post until the President-Elect is in post.

14.4 In the event that no submissions have been received for the next President, the Board of Trustees will nominate a person to lead the organisation on a temporary basis till President-Elect in post.

14.5 A person may not serve as an officer in any post for an aggregate of more than 10 years.

14.6 The POA committee consists of the Board of Trustees and several lay member(s), trainee representative(s) and any other positions as determined by the council to help fulfill the function of the society; these will be appointed at the discretion of the Board of Trustees. All positions will be for a 2

year period initially with the option of continuing for subsequent periods at the discretion of the Board of Trustees.

14.7 A POA committee meeting shall be deemed quorate if four of the officers and President, and greater than half of the committee are present.

14.8 The committee shall all have equal voting rights with the exception of the lay member(s). The President shall vote last and have a casting vote should a voting result be tied.

15. Meetings and Proceedings of POA Board of Trustees

15.1 Board of Trustees will meet four times each year. Meetings may be held in person or via suitable remote application. A minimum of one meeting must be held in person per annum (unless in exceptional circumstances).

15.2 A list of meeting dates will be circulated at the end of the previous year.

15.3 Apologies should be received a minimum of 1 week prior of the meeting in all but exceptional circumstances.

15.5 Agenda and papers will be sent out one week before the meeting.

15.6 It is accepted that the minutes are considered final once approved by the Board of Trustees.

15.7 Matters arising from minutes to be discussed at next meeting.

15.8 In the event of being unable to attend meetings, the President will expect a Treasurer's report or any pre-requested information/report to be received no less than 48 hours prior to the meeting. The President will act and preside as Chair of the meeting. Subject to that, the Board of Trustees may appoint another Board member to chair that meeting

15.9 It is expected that officers will attend a minimum of 3 Board of Trustee meetings in a year. Lack of attendance may lead to loss of membership on the Board of Trustees.

15.10 Any decision of Board of Trustees is made on the basis of a majority vote. This vote is only valid if a quorum is present.

A quorum is defined as at least four officers plus the President of Board of Trustees and greater than half of the committee are president are present. If a vote is hung (equal votes for and against) the President has the casting vote. A trustees' vote shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote due to conflict of interest.

15.11 Any charity trustee participating at a meeting by suitable electronic medium that communicates with all the other participants shall qualify as being present at the meeting. Meetings held by electronic mediums must comply with rules for meetings, including chairing and the taking of minutes.

15.12 In between the Board of Trustee meetings, should it be necessary to discuss any urgent matters associated with POA, the President can call for an extraordinary meeting of the Executive Committee which must consist of the President, Immediate Past President, Honorary Secretary, Honorary Treasurer and President-Elect. This meeting may be held in person or via a virtual meeting format.

15.13 In exceptional circumstances, the President can opt for a virtual Board of Trustees meeting at a time convenient for a majority of members of the Board of Trustees, and an agenda.

15.14 Minutes of all meetings:

The Honorary Secretary and President of POA Board of Trustees will keep minutes of all appointments of officers made by the charity trustees, proceedings at general meetings and proceedings of all Board of Trustees and subcommittees meetings including:

- The names of the trustees present at the meeting;
- The decisions made at the meetings; and
- Where appropriate the reasons for the decisions;
- Decisions made by the charity trustees otherwise than in meetings.

15.15 Any decision may be taken either:

- At a meeting of the Board of Trustees; or
- By resolution in writing or electronic form agreed by a majority of all of the Board of Trustees,

which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the trustees has signified their agreement. Such a resolution shall be effective provided that:

- A copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the trustees and
- The majority of all of the Trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the trustees have previously resolved, and delivered to the POA at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

16. Delegation by Board of Trustees

16.1 The Board of 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 Board of Trustees may at any time alter those terms and conditions, or revoke the delegation.

16.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity 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 Board of Trustees as a whole as soon as is reasonably practicable; and all decisions taken by the committee or sub-committee must be ratified by the Board of Trustees;
- (c) The Board of Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

16.3 The Board of Trustees may appoint one of their number to chair their meetings and at any time revoke such appointment. If no one has been 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.

17. Expenses and Accounts

17.1 The POA Trustees will 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 accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns will be sent to the Charity Commission within 10 months of the financial year-end. The statement of accounts and associated report will be prepared and submitted by the Honorary Treasurer following approval by the Charity Trustees.

17.2 The office of the Treasurer will cause true accounts to be kept of all sums of money received and expended by officers of the POA.

17.3 The accounts will be reviewed at every meeting of Board of Trustees and at AGM.

17.4 Board of Trustees has the discretion to reimburse members of POA and co-opted individuals on the Advisory group for expenses incurred in the service of the POA.

17.5 The accounting records of the Charity shall be kept at the principal office, or at such other place as the Board of Trustees shall deem fit and shall remain open to inspection by members of the Board of Trustees at any time upon request.

17.6 Any bank account in which any part of the assets of the Charity is deposited shall be under the control of the Board of Trustees and shall indicate the name designated by Board of Trustees.

18. Use of electronic communications

18.1 The POA will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) 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) Requirements to provide information to the Commission in a particular form or manner.

19. Keeping of Registers

19.1 The POA must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

20. Rules

20.1 The Board of Trustees 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 POA. These rules or bye laws will be consistent with any provision of this constitution. Copies of any such rules or bye laws currently in force will be made available to any member of the POA on request.

21. Disputes

21.1 If a dispute arises between members of the POA 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.

22. Amendment of constitution

22.1 As provided by clauses 224-227 of the Charities Act 2011, this constitution can only be amended by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the POA.

22.2 Any alteration of clause 3 (Objects), clause [24.3] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the POA or persons connected with them, requires the prior written consent of the Charity Commission.

22.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

22.4 A copy of any resolution altering the constitution, together with a copy of the POA'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.

23. Indemnities

23.1 Subject to the provisions of the Charities Act, every member of council and other officer of the Preoperative Association shall be indemnified out of the assets of the POA against liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favor or in which he or she is acquitted by the Court from liability for negligence, POA.

24. Dissolution of the POA

24.1 As provided by the Dissolution Regulations, the POA may be dissolved by resolution of its members.

24.2 Any decision by the members to wind up or dissolve the POA can only be made by a resolution passed by a 75% majority of those voting.

24.3 Subject to the payment of all the POA's debts, the POA Trustees will decide how any remaining assets of the POA shall be applied for charitable purposes the same or similar to those of the POA and will observe the requirements of the Dissolution Regulations in applying to the Commission for the society to be removed from the Register of Charities.

24.4 If upon the winding up or dissolution of the POA there remains after satisfaction of its debts and liabilities any property, the same shall not be paid to or distributed among the members of the POA. These shall be given or transferred to some other charitable institution or institutions having similar Objectives to the POA. Such institution or institutions to be determined by the Board of Trustees at or before the time of dissolution and, if that cannot be done, then to some charitable purposes relating to the Objects.

25. Interpretation

In this constitution:

“connected person” means:

- (a) A child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) The spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) A person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) An institution which is controlled –
 - (i) By the charity 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 charity 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.

“charity trustee” means a charity trustee of the POA.

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