

CONSTITUTION

1. NAME

The name of the Association is **UNITED KINGDOM ASSOCIATION FOR MILK BANKING** (“the Association”)

2. OBJECTS

The object of the Association is the protection and preservation of public health in particular but not exclusively by:

- a) The provision of information and advice in all areas of human milk banking including best practice guidance and
- b) The promotion of research regarding human milk banking and associated subjects and dissemination of the useful results thereof.

3. POWERS

The Association has the following powers, which may be exercised only in promoting the Objects:

- a) To provide fora for the exchange of knowledge
- b) To promote safe human milk banking practices
- c) To establish and maintain standards for human milk banking including the formulation and review of guidelines
- d) To promote and carry out research
- e) To provide advice
- f) To publish and distribute information
- g) To co-operate with other bodies
- h) To support, administer or set up other charities
- i) To raise funds (but not by means of taxable trading)
- j) To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- k) To acquire or hire property of any kind
- l) To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- m) To make grants or loans of money and to give guarantees
- n) To set aside funds for special purposes or as reserves against future expenditure
- o) To deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)

- p) To delegate the management of investments to a financial expert, but only on terms that:
 - i) the investment policy is recorded in writing for the financial expert by the Committee
 - ii) every transaction is reported promptly to the committee
 - iii) the performance of the investments is reviewed regularly with the Committee 3(p)(iv) the Committee are entitled to cancel the delegation arrangement at any time
 - iv) the investment policy and the delegation arrangement are reviewed at least once a year
 - v) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Committee on receipt
 - vi) the financial expert must not do anything outside the powers of the Committee
- q) To insure the Association's property against any foreseeable risk and take out other insurance policies to protect the Association where required
- r) To insure members of the committee against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty)
- s) Subject to clause 9(b) to employ paid or unpaid agents, staff or advisers
- t) To enter into contracts to provide services to or on behalf of other bodies
- u) To pay the costs of forming the Association
- v) To do anything else within the law which promotes or helps to promote the Objects.

4. MEMBERSHIP

- a) Membership of the association is open to any individual or organisation interested in promoting the Objects.
- b) The Committee may from time to time make such rules and bye laws as it may be necessary or convenient for the proper conduct and management of the Association and for the purpose of prescribing classes of and conditions of membership and in particular but without prejudicing to the generality of the foregoing it may by such rules or bye laws regulate
 - i) the admission and classification of members of the association and the rights and privileges and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees or payments made by members

- ii) the conduct of members of the Association in relation to one another and to the Association's employees
- iii) the setting aside of the whole or any parts of the Association's premises at any particular time or time or for any particular purpose or purposes
- iv) the procedure at general meetings and meetings of the committee and sub committees insofar as such procedure is not regulated by the Constitution or any amendments thereto
- v) and generally all such matters are commonly the subject of charity rules
- c) The Committee must keep a register of members
- d) A member whose subscription is six months in arrears ceases to be a member but may be readmitted on payment of the amount owing
- e) A member may resign by written notice of the Association
- f) The Committee may terminate the membership of any individual or organisation whose continued membership would in the reasonable view of the Committee be harmful to the Association (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 days after receiving notice)
- g) Membership of the Association is not transferable
- h) All paid up milk banks are entitled to membership of the Milk Bank Forum.
- i) Only milk bank staff **and milk bank volunteers** can be members of the Milk Bank Forum.

5. GENERAL MEETINGS

- a) All members are entitled to attend general meetings of the Association in person or (in the case of a member organisation) through an authorised representative.
- b) General meetings are called by 21 clear days' written notice to the members specifying the business to be transacted
- c) There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least 51 % of those United Kingdom Milk Banks who are at that time registered and fully paid up members of the Association
- d) The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present at a general meeting
- e) Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the members present in person or (in the case of a member organisation) through an authorised representative
- f) Except for the chair of the meeting, who has a second or casting vote, every

member present in person or (in the case of a member organisation) through an authorised representative is entitled to one vote on every issue subject to the committee establishing different classes of membership which may or may not exclude voting rights wholly or partly or in any other manner howsoever under the provisions of clause 4 (b) of this Constitution

- g) An AGM must be held in every year (except that the first AGM may be held at any time within 18 months after the formation of the Association)
- h) At an AGM the members
 - i) receive the accounts of the Association for the previous financial year
 - ii) receive the report of the committee on the Association's activities since the previous AGM
 - iii) elect from among the trustees of the Association the Chair of the Association for the following year
 - iv) appoint an auditor or independent examiner for the Association where required
 - v) may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Association
 - vi) discuss and determine any issues of policy or deal with any other business put before them
- i) An EGM may be called at any time by the Committee and must be called within 14 days after a written request to the committee from at least 2 members.

6. THE COMMITTEE

- a) The Committee as charity trustees have control of the Association and its property and funds
- b) The Committee when complete consists of at least three individuals with no maximum limit all of whom must be members (but not paid employees) of the Association
- c) The charity trustees will be appointed by the Milk Bank Forum to serve for a period of 3 years and can stand for re-election.
- d) The chair of the Milk Bank forum is ~~eligible~~ required to attend committee meetings and has voting powers.
- e) Every committee member must sign a declaration of willingness to act as a charity trustee of the Association before he or she is eligible to vote at any meeting of the committee
- f) A committee member automatically cease to be a member of the committee if
 - i) is disqualified under the Charities Act 1993 from acting as a charity

- trustee
- ii) is incapable, whether mentally or physically, of managing his or her own affairs
 - iii) is absent from three consecutive meetings of the committee without having given a full explanation for such absence and such explanation being accepted by the Committee
 - iv) ceases to be a member of the Association (but such a person may be reinstated by resolution of all the other members of the Committee without having given a full explanation for such absence or absences and such explanation being accepted by the Committee on resuming membership of the Association resigns by written notice to the Committee (but only if at least two Committee members remain in office)
 - v) is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views
- g) A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Association in respect of any liabilities properly incurred while he or she held office
 - h) A technical defect in the appointment of a Committee member of which the Committee are unaware at the time does not invalidate decisions taken at a meeting

7. COMMITTEE MEETINGS

- a) The Committee must hold at least one meeting each year
- b) A quorum at a Committee meeting is three members
- c) A committee meeting may be held either in person or through electronic means agreed by the Committee in which each participant may communicate with all the other participants.
- d) The Chair or (if the chair is unable or unwilling to do so) some other member of the Committee chosen by the members present presides at each Committee meeting
- e) Every issue may be determined by a single majority of the votes cast at a Committee meeting but a resolution which is in writing and signed by all members of the committee is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature
- f) Except for the chair of the meeting, who in the event of the number of the committee members being less than six has a second or casting vote, every committee member has one vote on each issue

8. POWERS OF COMMITTEE

The Committee have the following powers in the administration of the Association:

- a) to appoint a Treasurer and other honorary officers
- b) to ~~appoint~~ ratify the appointment of the chairperson of the Milk Bank Forum
- c) to delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least one member of every sub committee must be a Committee member and all proceedings of sub - committees must be reported promptly to the Committee)
- d) to make Standing orders consistent with this constitution to govern proceedings at general meetings
- e) to make rules consistent with this Constitution about the Committee and sub committees
- f) to make Regulations consistent with this Constitution about the running of the Association (including the operation of bank accounts and commitment of funds)
- g) to resolve or establish procedures to assist the resolution .of disputes within the Association
- h) to exercise any powers of the Association which are not reserved to a general meeting

9. PROPERTY AND FUNDS

- a) The property and funds of the association must be used only for promoting the Objects and do not belong to the members of the Association or the Committee
- b) No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Association except
 - i) under clauses 3 (h) (indemnity insurance) and 9 (b) (vi) (fees)
 - ii) reimbursement of reasonable out of pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association
 - iii) interest at a reasonable rate on money lent to the Association
 - iv) a reasonable rent or hiring fee for property let or hired to the Association
 - v) an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings)
 - vi) any Committee member who possesses skills or knowledge and any firm or company of which such a person is a member or employee, may charge and be paid reasonable fees for work carried out for the Association on the

- instructions of the other Committee members but
- (i) only if the procedure prescribed by clause 9 (c) is followed in selecting the member, firm or company concerned and setting the fees and
 - (ii) provided that this provision may not apply to more than one half of the Committee members in any financial year
- vii) in the case of an individual member, charitable benefits in his or her capacity as a beneficiary
 - viii) in exceptional cases, other payments or material benefits (but only with the prior written approval of the Commission)
- c) Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting the Committee member must
 - i) declare an interest before discussion begins on the matter
 - ii) withdraw from that part of the meeting unless expressly invited to remain in order to provide information
 - iii) not be counted in the quorum for that part of the meeting
 - iv) withdraw during the vote and have no vote on the matter
 - d) Any trust corporation which is appointed as a holding trustee or any nominee for the Association may be paid reasonable fees
 - e) Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested in accordance with clause 3 (l) until needed
 - f) Investments and other property of the Association may be held
 - i) In the names of the Committee members for the being (or in the name of the committee if incorporated under the Charities Act 1993)
 - ii) In the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Committee or of a financial expert acting under instructions
 - iii) In the name of at least two and up to four holding trustees for the Association who must be appointed (and may be removed) by a resolution of the Committee
 - iv) In the name of a trust corporation as a holding trustee for the Association which must be appointed (and may be removed) by deed executed by the Committee
 - v) In the case of land, by the official Custodian for Charities under an order of the Commission or the Court

10. RECORDS AND ACCOUNTS

- a) The Committee must comply with the requirements of the Charities Act 1993 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission of the commission of:
 - i) annual reports
 - ii) annual returns
 - iii) annual statement of account
- b) The committee must keep proper records of:
 - i) all proceedings at general meetings
 - ii) all proceedings at Committee meetings
 - iii) all reports of sub-committees
 - iv) all professional advice obtained
- c) Annual reports and statements of account relating to the Association must be made available for inspection by any member of the Association
- d) A copy of the latest available statement of account must be supplied to any person who makes a written request and pays the association's reasonable costs (as required by the Charities Act 1993)

11. NOTICES

- a) Notices under this Constitution may be sent by hand, or post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper circulating in the area of benefit or in any newsletter distributed by the Association
- b) The address at which a member is entitled to receive notices is the address noted in the register of members (or, if none, the last known address)
- c) Any notice given in accordance with this Constitution is to be treated for all purposes as having been received:
 - i) 4 hours after being sent by electronic means or delivered by hand to the relevant address
 - ii) two clear days after being sent by first class post to that address
 - iii) three clear days after being sent by second class post or overseas post to that address
 - iv) on the date of publication of a journal or newspaper containing the notice
 - v) on being handed to the member or its authorised representative personally or, if earlier receipt
- d) A technical defect in the giving of notice of which the members of the Committee members are unaware at the time does not invalidate decisions taken at a meeting

12. AMENDMENTS

This Constitution may be amended at a general meeting by a (two-thirds) majority of votes cast, but

- a) The members must be given 21 clear days notice of the proposed amendments
- b) No amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the association
- c) Clauses 9 (b) and 9 (c) may not be amended without prior written consent of the Commission

13. INCORPORATION

- a) The Committee may apply to the Commission under the Charities Act 1993 for a certificate of incorporation relating to the committee but only after consulting the members at a general meeting
- b) The members at a general meeting may authorise the committee to transfer the assets and liabilities of the Association to a limited company established for exclusively charitable purposes within, the same or similar to the Objects and of which the members of the Association will be entitled to be members
- c) On a transfer under clause 13 (b) the Committee must ensure that all necessary steps are taken to:
 - i) the transfer of land and other property
 - ii) the novation of contracts of employment and transfer of pension rights
and
 - iii) the trusteeship of any property held for special purposes

14. DISSOLUTION

- a) If at any time the members at a general meeting decide to dissolve the Association, the members of the Committee will remain in office as charity trustees and will be responsible for the orderly winding up of the association's affairs
- b) After making provision for all outstanding liabilities of the Association the Committee must apply the remaining property and funds in one or more of the following ways
 - i) By transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
 - ii) Directly for the objects or charitable purposes within or similar to the Objects 14 (2)
 - (iii) in such other manner consistent with charitable status as the Commission approve in writing in advance
- c) A final report and statement of account relating to the Association must be sent to the Commission.

15. INTERPRETATION

In this Constitution

- a) 'Human Milk Banking' means the collection, storage and processing of mother's breast milk to be fed to either their own or other children

'A Milk Bank' means an institution which collects and processes donor milk

'AGM' means an annual general meeting of the members of the Association

'the Association' means the charity comprised in this constitution

'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Association

'the Chair' means the chair of the Association elected at the AGM

'charity trustees' has the meaning prescribed by section 97(1) of the Charities Act 1993

'clear day' means 24 hours from midnight following the triggering event

'the Commission' means the Charity Commissioners for England and Wales

'the Committee' is the governing body of the Association

'EGM' means general meeting of the members of the Association which is not an AGM

'elected Committee member' means a member of the Committee elected at an AGM

'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986

'fundamental change' means such a change as would not have been within the reasonable contemplation of a person making a donation to the Association

'holding trustee' means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use,

investment or disposal

'independent examiner' has the meaning prescribed by section 43(3)(a) of the Charities Act 1993

'material benefit' means a benefit which may not be financial but has a monetary value

'member' and 'membership' refers to members of the Association

'Milk Bank Forum' a meeting of representatives of member milk banks

'month' means calendar months

'the Objects' means the charitable objects of the Association set out in clause 2

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

'trust corporation' has the meaning prescribed by section 205(1)(xxviii) of the Law Property Act 1925 but does not include the Public trustee

'written' or 'in writing'; refers to a legible document on paper including a fax message

'year' means calendar year

- b) References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

THIS AMENDED CONSTITUTION ADOPTED AT A MEETING HELD AT

The Maple Room, W12 Conference Centre,
behind Queen Charlotte's and Chelsea Hospital

on Monday 31st January 2011

SIGNED

NAME

SIGNATURE

(name and signature of chair of the meeting)

WITNESSED

NAME

ADDRESS

OCCUPATION

SIGNATURE

(name, address, occupation and signature of witness)