
CONSTITUTION
OF
ASSOCIATION OF STOMA CARE NURSES UK

Adopted 2012
Reviewed September 2018

**PROPOSED
CONSTITUTION OF THE ASSOCIATION OF STOMA CARE NURSES UK
2018**

1. Establishment and Name

The Association shall be established with the name of the “ASSOCIATION OF STOMA CARE NURSES UK” (herein called ASCN UK)

2. Objects (Aims and Objectives)

The Objects of the ASCN UK shall be to promote the art and science of stoma care nursing (and related conditions) and to improve facilities and opportunities for nurses and others engaged in such care to further their education and skills in the profession of specialist stoma care nursing.

3. Powers

In furtherance of the above Objects but not further or otherwise the Council of ASCN UK shall have the following powers:

- (a) For the benefit of the public to maintain the standards of those concerned with the care of people with stomas, draining wounds, fistulae and related conditions.
- (b) To bring together representatives of nursing and patient organisations, industry, Government departments, statutory authorities and individuals.
- (c) To promote and carry out or assist in promoting and carrying out relevant research, surveys and investigations and publish the useful results thereof.
- (d) To collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas.
- (e) To cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents as shall further the said Objects.
- (f) To aim to assist nurses with an interest in stoma care, access to research based evidence which supports their role.
- (g) To provide nurses with an interest in stoma care, with educational resources and study days, as well as an annual conference.
- (h) To raise funds. In doing so, ASCN UK must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
- (i) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.

- (j) To sell, lease or otherwise dispose of all or any part of the property belonging to ASCN UK. In exercising this power, the committee members of ASCN UK must comply, as appropriate, with sections 117-122 of Charities Act 2011.
- (k) To borrow money and to charge the whole or any part of the property belonging to ASCN UK as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. ASCN UK must comply as appropriate with sections 124-126 Charities Act 2011, if it wishes to mortgage land.
- (l) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
- (m) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects.
- (n) To acquire, merge with or enter into any partnership or joint venture arrangement with any other charitable body formed for any of the Objects.
- (o) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- (p) To obtain and pay for such goods and services as are necessary for carrying out the work of ASCN UK. This may include contracted third parties that work collaboratively to achieve objects.
- (q) To open and operate such bank and other accounts as the committee consider necessary, and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by Trustee Act 2000.
- (r) To do all such other lawful things as are necessary for the attainment of the said Objects.

4. Application of income and property

- (a) The income and property of ASCN UK shall be applied solely towards the promotion of the Objects.
- (b) A committee member is entitled to be reimbursed from the property of ASCN UK or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of ASCN UK.
- (c) A committee member may benefit from trustee indemnity insurance cover purchased at ASCN UK's expense in accordance with, and subject to the conditions in, section 189 of Charities Act 2011.
- (d) None of the income or property of ASCN UK may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of ASCN UK. This does not prevent a member who is not also a committee member from receiving:

- (i) a benefit from ASCN UK in the capacity of a beneficiary of ASCN UK;
 - (ii) reasonable and proper remuneration for any goods or services supplied to ASCN UK.
- (e) ASCN UK has a commitment to ensure they practice within statutory guidelines. This will include the payment of VAT on assets, if appropriate.

5. Remuneration of committee members

- (a) Subject to clause 4, no committee member or connected person may:
- (i) buy or receive any goods or services from ASCN UK on terms preferential to those applicable to members of the public;
 - (ii) sell goods, services or any interest in land to ASCN UK;
 - (iii) be employed by, or received, any remuneration from ASCN UK;
 - (iv) receive any other financial benefit from ASCN UK;

unless the payment is authorised by the Court or the Charity Commission ('the Commission'). In this clause, a 'financial benefit' means a benefit, director indirect, which is either money or has a monetary value.

- (b) Any member or committee member appointed to represent ASCN UK in an official capacity shall receive financial support by way of reimbursement of expenses from ASCN UK funds.

6. Membership

- (a) The ASCN UK committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the ASCN UK to refuse the application.
- (b) The ASCN UK committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The ASCN UK committee must consider any written representations the applicant may make about the decision. The ASCN UK committee members' decision following any written representations must be notified to the applicant in writing, but shall be final.
- (d) Membership is not transferable to anyone else.
- (e) The ASCN UK committee via contracted secretariat must keep a register of names and contact information for their Members. Individual Members are requested at the point of registration or renewal of their membership, to consent to providing their personal details for ASCN UK Membership administration. Members may also withdraw the consent to use their personal data at any time and in writing to the committee. A comprehensive Privacy Policy for ASCN UK is available online at www.ascnuk.com

7. Categories of Membership

- a) A FULL MEMBER shall be a registered nurse who practices within the specialist sphere of stoma care. A Full member will have the privilege of making motions/proposals, voting, holding office and shall have all other privileges of membership.
- b) An ASSOCIATE MEMBER shall be an individual , interested in stoma care who supports the mission and objects of ASCN UK, but doesn't meet full membership criteria. An associate is required to pay dues and will have all the privileges of membership except those of making motions, holding office or voting.
- c) A LIFE LONG HONORARY MEMBER shall be any person recommended by the ASCN UK committee, and approved by the membership, who has shown distinction and eminence in his/her contributions to Stoma Care Nursing.

An Honorary Member shall not be required to pay dues and shall have all privileges of membership except those of making motions, voting, holding office and wearing the membership badge.

- d) There are a total of FIVE Trustees listed with the Charities Commission. Three of whom will be current ASCN UK committee members, usually consisting of Treasurer and Chairperson and one other. These individuals will remain in position for the duration of their term of office. The remaining Two other Trustees listed for the Charities Commission, have a term of four years before this is reviewed. These Trustees meet the Charities Commission criteria having had Chairperson or Treasurer experience.

8. Subscriptions

- (a) All annual subscriptions shall be valid for 12 months from the date of payment.
- (b) The amount of subscription shall be determined by the ASCN UK Committee taking into account the financial needs of the association.

9. Termination of membership

- (a) Membership is terminated if:
 - (i) the member dies;
 - (ii) the member resigns by written notice to ASCN UK unless, after the resignation, there would be less than **two** members;
 - (iii) any sum due from the member to ASCN UK is not paid in full within six months of it falling due;

- (iv) the member is removed from membership by a resolution of the ASCN UK members that it is in the best interests of ASCN UK that his or her membership is terminated. A resolution to remove a member from membership may only be passed if the member has been given at least twenty-one days' notice in writing of the meeting of the ASCN UK members at which the resolution will be proposed and the reasons why it is to be proposed and the member or, at the option of the member, the member's representative (who need not be a member of ASCN UK) has been allowed to make representations to the meeting.

10. Meetings of ASCN UK

- (a) An annual meeting of ASCN UK shall be held at least once in every year. Normally this shall be associated with a conference. The time and place of meetings shall be determined by the committee members of ASCN UK, having taken cognisance of the views of the membership.
- (b) The ordinary business at the annual meeting shall include:
 - (i) Receipt of the Minutes of the previous annual meeting and any extraordinary meeting held since the previous meeting.
 - (ii) Receipt of a report from the committee members.
 - (iii) Receipt of the Accounts of the committee members.
 - (iv) Election of committee members, if applicable.
 - (v) Consideration of other business.

11. Extraordinary Meetings

- (a) An Extraordinary Meeting may be called by any of the committee members or the Chairperson of ASCN UK at any time.
- (b) An Extraordinary Meeting may be called by any of the committee or the Chairperson of ASCN UK upon receipt of a written request from at least 1/5 (20%) of the members.
- (c) Subject to clause 23(b) notice of such meeting will be given through the Secretariat at least **14 days** in advance.

12. Notice

- (a) Subject to clauses 11 and 23(b), the minimum period of notice required to hold any general meeting of ASCN UK is **fourteen** clear days from the date on which notice is deemed to have been given.
- (b) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

- (c) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (d) The notice must be given to all the members and to the committee members.

13. Quorum

- (a) No business shall be transacted at any general meeting unless a quorum is present.
- (b) A quorum is **three** committee members entitled to vote upon the business to be conducted at the meeting or **one fifth** of the total membership at the time, whichever is the greater.
- (c) If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such a time and place as the ASCN UK committee members shall determine.
- (d) The ASCN UK committee must re-convene the meeting and must give at least seven clear days' notice to ASCN membership of the re-convened meeting stating the date, time and place of the meeting.
- (e) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the ASCN UK members present at the time shall constitute the quorum for that meeting.

14. Proceedings and Powers

- (a) The Chairperson or, in his/her absence the Vice Chair shall take the Chair at the meeting.
- (b) If neither are present, a nominated member of the committee chosen by the Chairperson shall take the Chair at the meeting.

15. Voting

- (a) Except insofar as stated in the Constitution, voting shall be conducted by ballot, this may include electronic ballot.
- (b) Each Full Member shall be entitled to cast **one** vote.
- (c) In the case of an equality of votes, the Chairperson shall have the casting vote.
- (d) The eligible members registered on the ASCN UK database, shall be sent ballot papers electronically, ballot papers will be sent by post to any member who has requested that they be sent by post, at least 8 weeks prior to the Annual Meeting. These ballot papers can be returned to the ASCN UK secretariat by post or electronically up to 2 weeks prior to the annual meeting.
- (e) The ASCN UK members will be notified of the results at the Annual Meeting.

16. ASCN UK Committee members

- (a) ASCN UK and its property shall be managed and administered by a committee comprising of individual ASCN UK members elected by ASCN UK membership in accordance with this constitution and in this constitution are together called 'the committee members'.
- (b) A committee member must have been an active full member of ASCN UK for at least **2 years** prior to election and have consented to serve in writing.
- (c) No-one may be appointed as a committee member if he or she would be disqualified from acting under the provisions of clause 18.
- (d) The number of committee members shall be not less than **three** but (unless otherwise determined by a resolution of the ASCN UK in general meeting) shall not be subject to any maximum.

17. Appointment of Committee members

- a) At the annual meeting the ASCN UK membership will be notified of the outcome following the voting process for the appointment of a new committee member.
- b) At the annual meeting the successful candidate will be notified of their successful appointment.
- c) If only one member is nominated – this person will automatically take the position on the committee, if suitable and agreed by the majority of the remaining committee members.
- d) Each of the committee members shall be elected for a term of **4 years**.
- (e) No-one may be elected as a committee member at any annual meeting unless prior to the meeting ASCN UK is given a notice that:
 - (i) is signed by the member who is to be proposed to show his or her willingness to be appointed onto the ASCN UK committee.
 - (ii) states the member's intention to propose the appointment of a person as a committee member.
 - (iii) is signed in support of proposal by another member entitled to vote at the meeting.

18. Removal and disqualification of committee members

- (a) An ASCN UK committee member shall cease to hold office if he or she:

- (i) is disqualified from acting as a trustee by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - (ii) ceases to be a member of ASCN UK;
 - (iii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (iv) resigns as a committee member by notice to the ASCN UK (but only if at least two committee members will remain in office when the notice of resignation is to take effect); or
 - (v) is absent without the permission of the committee from all their meetings held within a period of six months and the committee members resolve that his or her office be vacated.
- (b) A committee member may be removed from office by a resolution approved by at least one fifth of the membership in a general meeting. Written charges against that committee member should be filed with the ASCN UK Secretary

19. Officers

- (a) ASCN UK shall have the following officers:

- (i) A chair
- (ii) A vice chair
- (iii) A secretary
- (iv) A treasurer
- (v) An education officer

(b) Committee members shall hold to their duty in good faith, keeping confidential those items of the organisation which hold sensitivities of a business nature as well as the business and general proceedings of the ASCN UK.

(c) ASCN UK shall elect the committee members from amongst its Full Members and they shall form part of the ASCN UK committee.

(d) To hold office a person must have been an active Full Member in good standing for at least **2 years** prior to the election and have consented to serve in writing.

(e) Each committee member shall be elected for a term of **4 years**, but may have the option of standing down after 2 years.

If there is a need ASCN UK may appoint the role of a Shadowing Chair who will be appointed **1 year** before the end of the current Chairperson's term of office. This position must be nominated and approved by the ASCN UK members in accordance with the existing voting procedure. This person will take on the role of Chairperson at the preceding chairs end of office.

- (f) No committee member shall be elected to the same office for more than **2** consecutive terms. Committee members shall be eligible for re-election to the same office after a **2-year** period has elapsed.
- (g) Any vacancy occurring amongst the ASCN UK committee due to resignation, death or the ineligibility of a member to complete his/her term of office, or due to no valid nomination being received at the time of election, or due to the election of an existing acting committee members to a different position within the committee, shall be filled by the Chairperson in consultation with the remaining committee members. Any person thus appointed shall serve only as a caretaker for the remainder of the term of office of the person whose vacancy he/she has filled. This will not count as part of the term of office.
- (h) Nomination for office shall be through the Chairperson. In submitting a nomination, the nominating member shall ensure that the agreement of the nominee has been obtained and that he/she is eligible for nomination.
- (i) The committee members shall decide the dates by which nominations will be required.
- (j) Voting shall be on the basis of one vote per Full Member. The person with the majority of votes shall be elected.

20. Powers and proceedings of Committee members

- (a) The committee shall meet as and when required, one meeting to take place at the same time as the Annual Meeting of ASCN UK.
- (b) A committee member may not appoint anyone to act on his or her behalf at meetings of the committee.
- (c) The Chairperson shall take the Chair at all meetings of the committee. Any committee member may initiate a meeting through the Secretary/secretariat who shall ensure that notice of all meetings be sent to every committee member, stating the purpose for which the meeting is being called. As much notice as possible shall be given of meetings which are to be held.
- (d) **Three** committee members shall form a quorum and no action shall be taken unless the quorum is unanimous.
- (e) A committee member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement which may give rise to a conflict of interest or duty with their duty to ASCN UK, they must absent themselves from discussion on this subject and shall not be counted in any quorum relating to any decision of committee members on the matter.
- (f) All decisions of committee members, or several of the committee members, shall be valid notwithstanding the participation in any vote of a committee member who is disqualified from holding office, who had previously retired or had been obliged by this constitution to vacate office or was not entitled to vote, whether by reason of a conflict of interest or otherwise. A committee

member may not take advantage of this clause to avoid declaring a conflict of interest.

21. Delegation

- (a) The committee members shall act under delegated authority from the ASCN UK membership.
- (b) The committee members shall regulate their proceedings as they see fit.
- (c) The committee members shall report to the members of ASCN UK on all major matters considered and on actions taken.
- (d) The ASCN UK committee members may set up or recommend the establishment of ad hoc committees or working parties, as the need arises. These committees may comprise of Full, Associate Members and Committee members and any appropriate 3rd party, as approved by ASCN UK committee. Any such committee shall fully and promptly report its findings to the committee and to the ASCN UK membership as appropriate.

22. Fiscal year

The financial year of ASCN UK shall be from the first (1st) day of April through to the thirty first (31st) day of March the following year.

23. Amendments

- (a) Alterations to this Constitution must receive the assent of two thirds of the ASCN UK members voting.
- (b) At least 6 weeks' notice of such a meeting must be given by the Secretary/Secretariat to the membership and must include notice of the alterations proposed.
- (c) No alteration to Clause 2 (Objects), Clause 24 (dissolution) or this Clause (23) shall take effect until approval in writing has been obtained from the Commission or other authority having charitable jurisdiction.
- (d) No alteration shall be made which would have the effect of causing ASCN UK to cease being a charity in law.

24. Dissolution

- (a) ASCN UK may be dissolved by a resolution passed by a 2/3 majority of those present and voting at a special General Meeting, convened for this purpose, and of which **6 weeks'** notice shall have been given to the members.
- (b) Such resolution may give instructions for the disposal of any assets held by or in the name of ASCN UK. If any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed amongst the members but shall be given or transferred to some other charitable institution or institutions having similar objects to some or all of the objects of

ASCN UK, as ASCN UK may determine, and if effect cannot be given to this provision then to some other charitable purpose.

25. Review

This Constitution shall be reviewed at least every 2 years.

September 2018