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# British Global and Travel Health Association

## Constitution

Adopted by the AGM on 3<sup>rd</sup> March 2001

Amended by Secretary J. Moore on 26<sup>th</sup> October 2014 following AGM 12<sup>th</sup> October 2013

### **A Name**

The name of the Association is “The British Global and Travel Health Association”, hereinafter referred to as “the Charity”

### **B Administration**

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution (“Executive Committee”). The organisation of the Charity is governed by the Law of England and Wales, where it is registered. The majority of members of the Executive Committee reside in England and Wales. The address for the correspondent of the Charity is: The Birch Hill Medical Centre, Leppington, Birch Hill, Bracknell, Berkshire, RG12 7WW, England

### **C Objects**

The Charity’s objects (“the objects”) are the relief of sickness and the protection of health primarily, but not exclusively, among people who travel overseas

### **D Powers**

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions, provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;



- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- (iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the charity with repayment of the money so borrowed;
- (v) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (vi) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (viii) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (ix) power to do all such other lawful things as are necessary for the achievement of the objects;
- (x) power to support and promote availability of high quality travel health advice;
- (xi) power to increase public awareness of travel hazards;
- (xii) power to promote a multi-disciplinary approach to travel health;
- (xiii) power to provide a forum for the wider debate of travel health issues;
- (xiv) power to support the education of all professionals working in the field of travel health, thus enabling them to deal more appropriately with people who travel;
- (xv) power to promote and encourage research and surveillance in travel health issues;
- (xvi) power to encourage people on the need to look after themselves while travelling
- (xvii) power to educate the public on the best ways to look after themselves while travelling
- (xviii) power to educate the public on the best ways to obtain and utilize medical care while travelling



- (xix) power to educating people with pre-existing medical conditions on the ways to cope and manage their illnesses while travelling

## **E Membership**

- (1) Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive Committee.
- (2) Every member shall have one vote;
- (3) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

## **F Honorary Officers and President**

- (1) At the annual general meeting of the Charity the members shall elect from those elected by ballot on the Executive Committee a chairman, a deputy chairman, an honorary secretary and an honorary treasurer, who shall hold office from the conclusion of that meeting. The length of service of these officers is subject to the provisions of clause G(4), G(5) and G(6).
- (2) The President of the Association shall be an *ex officio* member of the Executive Committee. Each person who agrees to become a candidate for election to the Presidency shall be proposed and seconded by two members of the charity. In advance of the expiry of the tenure of the Presidency, the Hon. Secretary shall notify the members of the charity and will invite nominations. If more than one nomination result for the available vacancy the charity shall proceed to an election ballot. The President is elected by postal ballot of the whole membership. The term of office is 2 years. The President may not serve in this post for more than three consecutive terms but shall be eligible to serve in any other role on the Executive Committee.

## **G Executive Committee**

- (1) The Executive Committee shall consist of not less than 4 members nor more than 9 members being:
  - (a) the honorary officers specified in the preceding clause;



- (b) not less than 1 and not more than 5 members elected by a ballot of charity's members who shall hold office from the conclusion of that meeting:
- (2) All members of the Executive Committee shall be elected by a ballot among the members of the charity.
  - (3) Each member who agrees to become a candidate for election to Executive Committee shall be proposed and seconded by two members of the charity. In advance of the expiry of the tenure of members of the Executive Committee, the Hon. Secretary shall notify the members of the charity that a vacancy/vacancies will arise and call for nominations the members of the charity duly proposed and seconded. If more nominations result for the available vacancy/vacancies, the charity shall proceed to an election ballot.
  - (4) The Chairman shall serve for one term of three years. The Chairman may not serve in this post for more than one term consecutively but shall be eligible to serve in any other role on the Executive Committee. Following serving as Chairman for one term, there shall be a gap of at least one term (three years) before being eligible for election as Chairman once again.
  - (5) The Hon. Secretary and the Hon. Treasurer shall serve a term of three years and shall be eligible for re-election on expiry of the term. The Deputy Chair shall serve a term of one year (one term) and shall be eligible for re-election up to a further two consecutive terms. The Deputy Chair is then eligible for election to any other position on the Executive Committee and, after at least one term, becomes eligible again for election as Deputy Chair.
  - (6) The Executive Committee may in addition appoint not more than 3 co-opted members but no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J(1) and shall take effect from the end of that meeting, unless the appointment is to fill a place which has not then been vacated, in which case the appointment shall run from the date when the post become vacant. Their length of service should be up to one year and they may serve again if so invited by the Executive Committee.
  - (7) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
  - (8) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would, if appointed, be disqualified under the provisions of the following clause.
  - (9) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the



Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

- (10) An elected member of the Executive Committee OR an individual from the membership body can fulfil the role of 'Editor-in-Chief'. Should said individual not currently be an elected Executive Committee member, they will be afforded non-voting privileges, including re-imbusement of travel expenses. The Editor-in-Chief is welcome to attend all Executive Committee meetings.

#### **H Determination of Membership of Executive Committee**

A member of the Executive Committee shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

#### **I Executive Committee Members not to be personally interested**

- (1) Subject to the provisions of sub-clause (2) of this clause no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- (2) Any member of the Executive Committee, for the time being, who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her, or his or her firm, when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

#### **J Meetings and proceedings of the Executive Committee**



- (1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting the deputy chairman shall act as chairman, otherwise, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question, but, in the case of equality of votes, the chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee may, from time to time, make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function of duty which, in the opinion of the Executive Committee, would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

## **K Receipts and Expenditure**

- (1) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (2) The funds belonging to the Charity shall be applied only in furthering the objects.



## **L Property**

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
  - (a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
  - (b) all investments held by or on behalf of the charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- (2) If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the charity, the Executive Committee may permit any investments held by, or in trust for, the charity to be held in the name of a clearing, bank trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

## **M Accounts**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commission.

## **N Annual Report**

The Executive Committee shall comply with their obligation under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.



**O Annual Return**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission in the Commission.

**P Annual General Meeting**

- (1) There shall be an annual general meeting of the Charity, which shall be held in the month of February in each year, or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Executive Committee. The Honorary Secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first annual general meeting, the persons present shall appoint a chairman of the meeting from the elected members of the Executive Committee. The chairman shall be the chairman of subsequent annual general meetings, but, if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- (4) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

**Q Special General Meetings**

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing, stating the business to be considered, the Honorary Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

**R Procedure at General Meetings**

- (1) The Honorary Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.



## **S Notices**

Any notice required to be served on any member of the Charity shall be in writing, and shall be served by the Honorary Secretary or the Executive Committee, on any member either personally, or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

## **T Alterations to the Constitution**

- (1) Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) Subject to the following provisions of this clause, the Constitution may be altered outside of an Annual General Meeting ONLY AFTER written/email consultation with the membership AND with majority consent of those contacted.
- (3) No amendment may be made to clause A, clause B, clause I, clause U or this clause without the prior consent in writing of the Commissioners.
- (4) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (5) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

## **U Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity, it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institutions having objects similar to the objects of the Charity as the members of the Charity may determine or, failing that, shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement for the final accounting period of the Charity, must be sent to the Commission.

## **V Arrangements until first Annual General Meeting.**



Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

This **ORIGINAL Constitution** was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

**Signed** Dr Cameron Lockie, MBE, England

**Signed** Mrs Jeannett Martin, England

**Signed** Dr George Kassianos, England

**Signed** Dr Iain McIntosh, Scotland

**Signed** Dr Peter Barrett, England

**Signed** Dr Paul Clarke, England

**Signed** Miss Lorna Calvert, Scotland

**Signed** Mrs Jane Chiodini, England

**Signed** Dr Eric Walker, Scotland

Date: 26<sup>th</sup> June 1999