

# Hospital Radio Hillingdon Constitution

## **1. NAME**

The name of the organisation will be

“HOSPITAL RADIO HILLINGDON”

(The Organisation).

The Organisation will be registered as a Charity with the Charity Commission in accordance with the Charity Act 2011.

## **2. OBJECTIVE**

The objective of the organisation is to alleviate the effects of sickness, infirmity and /or old age amongst persons living in the London Borough of Hillingdon by providing a local broadcasting service for Hospitals, Hospices, Elderly Care Homes and /or similar institutions. The organisation will endeavour, wherever possible to provide a similar service to the local community assisting outpatients and those receiving ‘care in the community’.

## **3. MEMBERSHIP**

### **3.1 ELIGIBILITY**

Membership of the organisation is open to any person who:-

- a. Wants to help the sick and infirm by generally help in the running of the organisation.
- b. Is actively interested in Hospital Broadcasting.
- c. Agrees to abide by the Constitution and observe studio rules.
- d. Is over the age of 18 (eighteen) years.

### **3.2 CATEGORIES**

The following categories of Membership exist:-

#### **a. Probationary Membership**

New applicants for membership of the Organisation. Their application has been accepted by the Management Committee but who have not yet been granted Full Membership.

#### **b. Full Membership**

Granted to those who demonstrate active participation within the Organisation on a committed, regular and helpful basis.

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### **c. Affiliate Membership**

Open only to long serving Full Members who can, for any reason no longer participate on a committed and regular basis, but wish to retain a formal link with the Organisation.

### **3.3 APPLICATIONS**

The rules for Membership Applications and Transfers are as follows:

- a. Application can only be made for Probationary Membership. All applications must be made to the Secretary on the official application form.
- b. The Chairperson or the Secretary shall have the absolute right to veto an application. The applicant shall be notified in writing and advised that there is no right of appeal.
- c. All applications shall be subject to the approval of the Management Committee who shall have the sole right to grant membership.
- d. All application forms must be endorsed with the decision of the Management Committee and the date of the meeting. The Forms must be countersigned by two (2) members of the Executive Committee (ref 4.1a).
- e. When an application is accepted the applicant shall be notified in writing and shall commence to serve a Probationary period of three (3) calendar months from the date of that notification.
- f. When an application is rejected the applicant shall be notified in writing and shall be advised of the right of appeal against the decision with in thirty (30) days. The Management Committee's decision shall be final.
- g. On completion of the Probationary period the Management Committee shall either grant Full Membership or terminate membership as it considers fit.
- h. If membership is terminated at the end of the Probationary period an appeal may be made by the applicant to the Management Committee within thirty (30) days. The Management Committee's decision shall be final.
- i. Requests for transfer from Full Membership to Affiliate Membership must be made in writing to the Secretary. Such transfer will be subject to approval of the Management Committee.

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- j. Requests for transfer from Affiliate Membership to Full Membership must be made in writing to the Secretary. Such transfer will be subject to the approval of the Management Committee.

### **3.4 SUBSCRIPTIONS**

The following rules regarding Subscriptions will apply:-

- a. All Full Members are required to pay a Subscription, which shall not be refundable.
- b. The Subscription rate shall be set annually at the Annual General Meeting (AGM). This shall include the right for the AGM to decide that:-
  - 1. Subscriptions to be paid for the new financial year, or for any category of membership may be set at zero.
  - 2. A separate, non – refundable, joining subscription may be set for all new applicants.
- c. Any new Subscription rates will take effect from the AGM.  
All Subscriptions become due for payment from the first day of the month following the AGM.
- d. If Full Membership commences after this time then payment of any Subscriptions will be pro-rata for each calendar month left inclusive of the month of commencement until the next AGM.
- e. Affiliate Members who transfer to Full Membership will pay any difference in Subscription rate in accordance with 3.4.d.
- f. All Subscriptions shall be paid within thirty (30) days from the day on which they become due.
- g. Notwithstanding 3.4.f the Management Committee may at its absolute discretion and without prejudice, wave or vary the amounts due or the periods of payment in any special circumstances it sees fit. Any refusal by the Management Committee to exercise this right shall not be subject to appeal.

### **3.5 RIGHTS OF MEMBERS**

- a. Probationary Members – Shall not have any rights in the Organisation.
- b. Full Members – Shall have the right to vote at all General Meetings as defined in (5.1) They shall have the right to propose and second all motions to General Meetings.

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They may propose and second nominations for Executive Officers and Members of the Management Committee. Full Members, over the age of eighteen (18) years and who have served more than twelve (12) months as members in any category, may stand for positions on the management Committee.

- c. Affiliate Members – Shall not have the right to vote at General Meetings. They shall not have the right to propose motions or stand for positions on the Management Committee. They shall not have the right to participate in the Organisation’s activities on a regular basis, although as they have served a long period as a Full Member they can contribute to specific tasks on an infrequent basis. Such activities are at the discretion of the Management Committee.

### **3.6 SUSPENSION AND TERMINATION**

- a. If in the opinion of the Management Committee, or any individual Executive Officer any member has:-
  1. Acted or behaved in a manner prejudicial to the interests or good standing of the Organisation, or
  2. Acted or behaved in a manner which was in breach of good discipline and order, or which endangered the safety or health of others, within the Organisation or within the Hillingdon Hospital or
  3. Knowingly used the Organisation for undue advertising, personal gain, or profit, or
  4. Deliberately removed, with the intention to keep, or damaged any property of Radio Hillingdon, other members or the Hillingdon Hospital or
  5. Taken personal payment of any kind or form for his / her services to or on behalf of the Organisation or
  6. Failed to pay the Annual Subscription as set by the AGM and in accordance with 3.4. or
  7. Acted in such a way as to leave himself / herself in contravention of this Constitution, they may suspend his / her membership. Such a Suspension may be immediate but must be followed within seven (7) days by written notice outlining the reasons for Suspension.

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The Member in question has the right of appeal against the Suspension.

Any letter of appeal must be received by the Secretary within thirty (30) days from the date of Suspension. After considering the appeal the Management Committee may either reinstate or Terminate membership as it sees fit. If an appeal, in writing, is not received within thirty (30) days the member will be considered to have resigned

All Members are required to attend the AGM to re-register their membership. Failure to attend will be considered as resignation from the Organisation unless apologies, in writing are received by the Secretary prior to the AGM. (Under extenuating circumstances written apologies may be accepted after the AGM at the discretion of the Secretary).

### **4 MANAGEMENT COMMITTEE**

#### **4.1 COMPOSITION**

The Management Committee shall consist of the following:-

a. Four (4) Executive Officer, namely:-

The Chairperson

The Secretary

The Treasurer

The Station Director

b. Three (3) Members

Any other position, or number of Members, that may be determined from time to time by a General Meeting excepting that the number of Executive Officers, excluding the Chairperson must never exceed the number of Members.

#### **4.2 ELECTIONS**

The Management Committee shall be elected at the AGM for a term of office terminating at the following AGM.

a. Nomination forms for Management Committee positions, as set out in 4.1 will be posted in the studio complex a minimum of Four (4) weeks before the AGM. Nominations will close One (1) week before the AGM except for positions where no

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nominations have been received. In the latter case the Secretary must give a revised nomination deadline.

- b. Members may put their own names forward but all nominations shall require one (1) proposer and one (1) seconder. A member may stand for more than one position but must be proposed and seconded for each position individually.
- c. Voting shall take place in the order of the Committee positions set out in 4.1.

Those members not selected for a position will become eligible for selection for the next position for which they have been nominated and seconded. Notwithstanding the provisions of 4.2 f, no member may hold more than one position on the Management Committee.

- d. If between AGMs one or more positions become vacant on the Management Committee, that require to be filled either at an Ordinary General Meeting (OGM) or at an Extraordinary General Meeting (EGM) called for that purpose, then the same procedure as that outlined in this section shall be applied. Persons elected will serve only until the next AGM.
- e. All candidates shall have the right to speak on their own behalf at the General Meeting prior to the voting taking place.
- f. Where insufficient members stand for a Committee position then an elected Committee Member may hold two (2) posts but another EGM must be held within three (3) months to try to rectify the issue. If this is unsuccessful then the Membership present must give permission for the incumbent to stay covering the additional post for the duration of that Committees lifetime i.e. until the next AGM.

### **3.0 DUTIES OF EXECUTIVE OFFICERS**

- a. **The Chairperson** : The Chairperson will chair all General and Management Committee meetings and will consequently have no voting rights. However in the case of a tied vote the Chairperson will have a casting vote. The Chairperson will be responsible for the overall discipline of the Organisation and will act as official spokesperson and representative on all matters concerning the Organisation. The Chairperson of the Organisation is responsible for Health and Safety however the Chairperson may delegate Health

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and Safety training to an alternative person but the sole responsibility remains with the Chairperson.

**The Secretary** : The Secretary will conduct the administration of the Organisation, be responsible for all official correspondence, convening meetings at the direction of the Chairperson and will prepare minutes of meetings. The Executive Committee will which member of the Executive Committee will act as deputy Chairperson in the Chairpersons absence.

- b. **The Treasurer** : The Treasurer will be responsible for the raising and administration of all incoming moneys and for the administration of all outgoing moneys. The treasurer will keep accurate and up to date accounts which must be available for inspection at the AGM. The Treasurer must also present a balance sheet at the AGM and arrange for the accounts to be officially audited at the end of the financial year.
- c. **The Station Director** : The Station Director will be responsible for all operational aspects of the Organisation. The Station Director will ensure that the programme output is at the highest achievable standard both in content and quality. The Station Director will be responsible and accountable for the maintenance and upkeep of all of the Organisation's assets.
- d. **The three Committee Members.** The role of the three Committee Members, whilst having no specific portfolio, is to add balance to the Committee and ensure that decisions are taken in the best interests of the Organisation and its Members.
- e. All Executive Officers have a duty to maintain the good order and conduct of the members and the Organisation and are responsible for the discipline required to maintain such good order and conduct.

### **4.4 RESIGNATIONS AND SUSPENSIONS**

- a. Any Management committee position made vacant must be refilled as soon as possible either by an EGM called for that purpose or at the next OGM.
- b. The Management Committee are empowered to suspend any person on that Committee until the next General Meeting is convened which can elect a person for that position

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- c. Any member of the Management Committee who, for any reason fails to attend a Management Committee meeting on three (3) consecutive occasions will be automatically suspended from the Management Committee.
- d. A general meeting may propose a vote of no confidence in a Management Committee member. If such a vote is passed the member will be automatically suspended from the Management Committee.
- e. A person who is suspended from the Management Committee under any of the circumstances in this section shall not lose the right to stand in any election for any position on the Management Committee.

### **4.5 GENERAL**

- a. The Management Committee will be responsible for the overall management of the Organisation and also for the Organisation's assets.
- b. Subject at all times to the approval of the Management Committee, the Executive Officers of the Management Committee have the power to appoint subcommittees or individuals to perform specific duties within their own areas of responsibility. Such authority and powers as are deemed appropriate may be delegated to such subcommittees or individuals. The appointment of such subcommittees or individuals will not remove the accountability of the Executive Officers to the Management Committee and to the Membership. Members of subcommittees, or those individuals, so appointed will not become part of the Management Committee nor will they act in any way as the deputies of Executive Officers.
- c. The Management Committee will be responsible for establishing any Rules, Codes of Conduct, Term of Reference and / or Standing Orders, and for making amendments to these, as it may from time to time see fit and proper to do.

### **5.0 MEETINGS**

#### **5.1 GENERAL MEETINGS**

- a. **The Annual General Meeting (AGM)** will be held on the first convenient date after the 1<sup>st</sup> September but before the 1<sup>st</sup> November, on a date chosen by the Management Committee. The Secretary will notify all members in writing of the date and time of the AGM.



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- b. **Ordinary General Meetings (OGM)** will be held at approximately Four (4) monthly intervals (after the AGM) on dates chosen by the Management Committee and published within the studio complex.
- c. **An Extraordinary General Meeting (EGM)** may be called by the Management Committee at any time by giving one (1) months notice.
- d. An EGM may also be called for at any time by the written application of not less than twenty five percent (25%) of the registered Full Members, stating the precise business for discussion. The Chairperson must convene the meeting within one (1) month of receiving such application.
- e. A General Meeting has the power to reverse or change decisions made at Management Committee Meetings. The Management Committee are required to recognise and abide by the wishes of a General Meeting.
- f. All General Meetings will be conducted within the Rules of Procedure. The establishment of these Rules are the responsibility of the Management Committee.
- g. All motions to a General Meeting shall be proposed and seconded and only then shall be voted upon. All motions, except for proposed constitutional amendments, will be subject to a straight vote. In the event of a tie the Chairperson will have a casting vote.
- h. Only those members present at a meeting, who are entitled to do so may cast votes. Postal or proxy voting shall not be permitted.
- i. At All General Meetings ten (10) registered Full Members, or twenty percent (20%) registered Full Members if the number registered is greater than Fifty (50), will have to be present in order to constitute a quorum. A quorum shall be required in order to validate proceedings.
- j. In the event of a quorum not being present the Chairperson shall adjourn the meeting to the seventh (7<sup>th</sup>) day following. A notice to this effect shall be posted in the studio complex. If on the third (3<sup>rd</sup>) such occasion a quorum is still not present, but all members of the Management Committee are present, they may at their absolute discretion proceed with the General Meeting with those present. Any such proceedings will be entirely valid.

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### **5.2 MANAGEMENT COMMITTEE MEETINGS**

- a. The Management committee will meet not less than eight (8) times during their year of office.
- b. An Extraordinary Management Committee Meeting (EMCM) may be called at any time by written application of not less than two (2) members of the Management Committee stating the precise business for discussion. The Chairperson must convene such a meeting within two (2) weeks of receiving the application.
- c. Any two (2) of the Executive Committee together with one (1) of the elected Full Members must be present at all Management Committee Meetings.
- d. All Members are entitled to attend Management Committee Meetings at the discretion of the Chairperson. The Chairperson however reserves the right to ask Members to leave the meeting at any time.
- e. Only Management Committee Members, excluding the Chairperson who will have a casting vote, have voting rights on motions proposed at Management committee Meetings. The opinions of other Members present however may be sought by the Chairperson for guidance purposes.

### **6.0. CONSTITUTIONAL AMENDMENTS**

- a. This Constitution may only be amended at an AGM or OGM. All constitutional amendments require a minimum of two thirds (2/3) majority of Members present in favour before they can be accepted into the Constitution.
- b. No amendment may be made to this Constitution which would have the effect of causing the Organisation to cease to be a Charity in law or which is not acceptable to the Charity Commission.
- c. Constitutional amendments take effect from the end of the General Meeting or sixty (60) days after it has been received by the Charity Commission where necessary (Charity Act 2011 section 13:280).
- d. All proposed Constitutional amendments shall be posted in the Studio Complex a minimum of two (2) weeks prior to the General Meeting at which they are to be discussed. The Secretary should also be informed, in writing, of the proposed changes.

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## **7.0 MISCELLANEOUS**

**7.1 DISSOLUTION** The Organisation may be dissolved by a resolution passed by a two thirds (2/3) majority of those present and voting at a General Meeting convened for the purpose and for which and for which twenty one (21) days notice shall have been given. Such resolution may give instructions for the disposal of any assets held by or in the name of the Organisation provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid or distributed among the members of the Organisation but shall be given or transferred to such other Charitable Institution or Institutions having objectives similar to some or all of the objectives of the Charity as the meeting may decide.

## **7.2 LOAN OF EQUIPMENT**

The Organisation will not be held responsible for any equipment loaned to it by any person or persons. This also includes any equipment loaned by members of the Organisation.

## **7.3 FINANCIAL YEAR**

The Financial Year of the Organisation will be from 1<sup>st</sup> September to 31<sup>st</sup> August.

## **7.4 MEMBERS LIABILITY**

Hospital Radio Hillingdon is not a legal entity and therefore members may be liable in law for the consequences of their actions even when acting on behalf of the Organisation.

## **7.5 CONSTITUTIONAL REFERENCE AND PROCEDURE**

- a. This Constitution shall be referred to by date as July 2016 and supersedes any other Constitution previously under the Organisation's name.
- b. This Constitution will take precedence over all Standing Orders, Studio Rules or Guidelines issued from time to time by the Executive Officers, Management Committee or General Meetings. Where conflict arises between any such Standing Orders, Studio Rules or Guidelines the provisions of this Constitution shall prevail and the other shall lapse.

**END**