

MEMORANDUM OF ASSOCIATION

of

The National Long Term Survivors Group

Charity Registration Number: 1040586

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OF
THE NATIONAL LONG TERM SURVIVORS GROUP**

1. NAME

The name of the Society is:

NATIONAL LONG TERM SURVIVORS GROUP (HIV)

2. OBJECTIVES

The objectives of the Society are, nationally:

- a) The relief of physical, mental or financial distress or hardship caused by HIV or HIV-related conditions amongst those affected by such condition (men, women and children) and in particular although not to limit the foregoing amongst those living with a positive HIV diagnosis for five years or more (men, women and children).
- b) The advancement of public education in all matters which are related to, or believed to be related to, living with a positive HIV diagnosis for 5 years or more.

3. POWERS

In furtherance of the foregoing objectives the Society shall have the following powers:

- a) To enable mutual support and communication amongst those who have been living with a positive HIV diagnosis for five years or more (men, women and children).
- b) To disseminate material produced at Long Term Survivors Group workshops and residential weekends which may be useful to any people living with HIV.
- c) To identify needs particular to those who have been living with a positive diagnosis for five years or more (men, women and children), for the purpose of developing and evaluating service provision with the appropriate purchasing authorities and service providers.
- d) To co-operate with other charities, voluntary bodies and statutory authorities in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them.

- e) To explore way in which persons who have been living with a positive HIV diagnosis for five years or more (men, women and children) may each take an active role in the maintenance/enhancement of his/her own health and lifestyle.
- f) To stimulate interest in the Society's objectives by discussion, lectures and other means, whether written, printed or oral and to sponsor and conduct courses, seminars and conferences for this purpose.
- g) To subscribe to, become member of, or support in any lawful way any charitable corporation, society or other body of persons, whether British or otherwise, having objectives of a similar nature to those of the Society and to affiliate, or otherwise associate, with the Society any such charitable corporation, society or other body
- h) To purchase, take on lease or exchange, hire or otherwise acquire any real or personal property and any rights or privileges necessary for the promotion of its objectives, and to construct, maintain and alter any buildings or erections necessary for the work of the Society.
- i) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the assets of the Society as may be thought expedient with a view to the promotion of its objectives.
- j) Subject to such consents as may be required by law, to borrow or raise moneys for the purposes of the Society on such terms and on such security as may be thought fit and to invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may thought to be fit.
- k) To do all other things as will further the attainment of its objectives.

4. MEMBERSHIP

- a) Membership of the Society shall be open to all persons who have been living with an HIV positive diagnosis for five years or more. This shall apply to men, women and children.
- b) Each member shall undertake always to respect the confidentiality of any personal information which they may acquire through their association with the Society, whether they remain members or not.
- c) Each member shall also undertake to respect the confidentiality of the Society as a whole and no information may be revealed to a person, or persons, unless the divulgence of such information is in furtherance of the Society's objectives and authorised by the Management Committee.
- d) A member may resign by giving written notice to the Chair or to the Secretary.

- e) The rights of members of the Society in regard to the Society's activities (other than in regard to voting, receiving notice of, attending and speaking at General Meetings, membership of the Management Committee and other matter provided for in this Constitution) shall be determined from time to time by the Management Committee.

5. MANAGEMENT

- a) The affairs of the Society shall be managed by a committee of members hereinafter referred to as the "Management Committee".
- b) The Management Committee shall be entitled to exercise all powers of the Society except any which are required to be exercised in General Meeting.
- c) The Management Committee shall consist of not less than five and not more than nine members of the Society.
- d) One half of the members of the Management Committee shall retire at the Annual General Meeting each year, but shall be eligible for re-election. This effectively means Trustees are elected for a two year period.
- e) The Management Committee may at any time appoint a member to fill a casual vacancy. His or her appointment shall come to an end at the next Annual General Meeting, but s/he shall be eligible for reelection at that meeting.
- f) The Management Committee shall meet not less than four times a year, and may include in a non voting capacity users of the Society, who will have the power to make statements and address the Management Committee on behalf of any resolution under discussion.
- g) The Management Committee, if they wish, shall have the right to ask non-members to attend Management Meetings in an advisory and non-voting capacity.
- h) The Management Committee members shall be paid all reasonable expenses properly incurred by them in attending and returning from the Management Meetings or in connection with the business of the Society.
- i) The Management Committee will keep minutes of all meetings which should include:
 - i) all appointment of officers made;
 - ii) all Management Committee members who attend;
 - iii) all resolutions and proceedings of all meetings of the Society, and of the Committee and of any sub committee.

Any such meetings if signed by the Chair of such meeting or by the Chair of the next succeeding meeting will be sufficient evidence without further proof of the fact therein stated.

6. NOTICE OF MEETINGS

- a) Members shall be deemed to have been given notice of a meeting if the Secretary or any member of the Management Committee has notified by post all of those members who have requested to be kept informed of any business meetings. This notice must have been sent at least 30 days before an Annual General Meeting and at least 14 days before a General Meeting.
- b) Members shall be entitled to receive at least 30 days notice of an Annual General Meeting.
- c) Members shall be entitled to receive at least 14 days notice of a General Meeting.
- d) The notice will be exclusive of the day on which it is posted and exclusive of the day of the meeting and will specify the place, day and time of the meeting and in the case of an Extraordinary Meeting the notice of the general nature of the business.

7. PROCEEDINGS AT GENERAL MEETINGS

- a) The first Annual General Meeting of the Society shall be held on the day of 19 and an Annual General Meeting shall be held once every subsequent year
- b) Each Annual General Meeting shall be held within six months of the financial year end.
- c) Resolutions for consideration at the Annual General Meeting shall be submitted to the Secretary in writing not less than 21 days before the meeting
- d) Business to be transacted at an Annual General Meeting shall include:
 - i) considering the Management Committee's report on the work of the Society during the previous year;
 - ii) considering the Society's accounts.
 - iii) the appointment of qualified examiners,
 - iv) considering, and if thought fit, passing any resolution notified in accordance with clause 7.c above;
 - v) the election of the Management Committee.
- e) A Special General Meeting of the Society shall be called by the Management Committee on written request to the Society from:
 - i) the Management Committee;
 - ii) one fifth of the members of the Society.
- f) The request shall set out the text of any resolution to be proposed at the meeting and the meeting shall be called for a date not later than 30 days after the request

- g) The quorum for transaction of business at any General Meeting shall be four members.
- h) The Chair of the Management Committee shall preside as Chair at every General Meeting. In his/her absence the members present may choose another member to act as chair.
- i) Every member shall have one vote. Voting shall be by show of hands or by secret ballot, this choice being at the discretion of the Chair.
- j) In the case of an equality of votes, the Chair shall have a second and casting vote.
- k) In the event of a member of the Society being unable to attend either an Annual or an Extraordinary General Meeting of the Society, they will have the right to appoint a proxy in their absence, not less than 48 hours before the meeting and subject to notice in writing to the Chair of the Management Committee.
- l) The notice shall comprise this wording:
 "I of being a member of the National Long Term Survivors Group (11W), hereby appoint of as my proxy to vote for me on my behalf at the [Annual or Extraordinary, as the case may be] Meeting to be held on the day .~. of 19 at every adjournment thereof. Signed Date
- m) No resolution may be passed at a General Meeting unless due notice has been given to members in accordance with clause 6 of this Constitution.
- n) The Society shall hold a General Meeting once every three months and at these meeting the Management Committee shall present a summary report of all the work which has been undertaken by the Society since the last General Meeting. The Treasurer shall also present a summary report to each General Meeting which indicates the current financial status of the Society.

8. AMENDMENTS TO THE CONSTITUTION

- a) Any amendment to this Constitution will require the assent of at least two thirds of the members present and voting at an Annual General Meeting or Special General Meeting called for that purpose.
- b) If any alteration is made to section 2 (Objectives), section 8 (Amendment to the Constitution), or to section 9 (Dissolution), the amendment shall not take effect until it has been approved in writing by the Charity Commissioners or other body having charitable jurisdiction.
- c) No alteration may be made which would cause the Society to cease being a charity in law.

9. DISSOLUTION

- a) The Society may be dissolved by a resolution in General Meeting passed by a majority of at least two thirds of the membership voting at that meeting and where proxy votes have been offered.

- b) Upon dissolution the Society's assets, after satisfaction of all debts and liabilities, shall not be paid to or distributed amongst the members of the Society but shall be given or transferred to such other charitable body having objectives similar to those of the Society as the Management Committee may determine.

Registered October 1994

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