

THE ANGLO DUTCH MIGRAINE ASSOCIATION
Constitution

1 Name

The name of the Association is the Anglo Dutch Migraine Association (hereinafter called "the Association")

2 Objects and Powers

- (a) The objects for which the Association is established are for the relief of sickness and the protection and preservation of health in particular by promoting research into the causes, treatments and other aspects of headache and by disseminating the useful results of such research and by such other ways as the Association through its Executive Committee shall from time to time decide
- (b) In furtherance of the said objects but not otherwise the Association may:
- (i) Provide a multi-disciplinary forum for persons engaged in clinical or research work in headache in the United Kingdom and the Netherlands for the benefit of persons suffering from headache with a view to promoting and co-ordinating such clinical and research work and acting as an advisory body to other organisations
 - (ii) Employ and pay any person or persons to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and widowers and other dependants
 - (iii) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof
 - (iv) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses
 - (v) 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
 - (vi) Promote the said objects by communication to and bringing together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals

- (vii) Undertake, execute, manage or assist any charitable trusts which may be lawfully undertaken, executed, managed or assisted by the Association
- (viii) Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects
- (ix) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for work of the Association
- (x) Make regulations for any property which may be so acquired
- (xi) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association
- (xii) Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed necessary
- (xiii) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise **PROVIDED THAT** the Association shall not undertake permanent trading activities in raising funds for the said objects
- (xiv) Invest the moneys of the Association not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law
- (xv) Do all such other lawful things as are necessary for the attainment of the said objects

3 Membership

- (a) Full membership of the Association shall be open to individuals who are interested in furthering the work of the Association and have paid the annual subscription as laid down from time to time by the Executive Committee hereinafter mentioned
- (b) Membership is to be confined to individuals who are nationals of the UK, Netherlands or immediately contiguous areas, or are working at the time in those countries, and who are engaged in clinical or research work in headache

- (c) Members must be medical practitioners or scientific investigators with a major interest in the headache field, or others, subject to approval of the Executive Committee
- (e) The said Executive Committee shall have the right:
 - (i) To approve or reject applications for membership, and
 - (ii) For good and sufficient reason to terminate the membership of any individual **PROVIDED THAT** the individual member concerned shall have the right to be heard by the said Executive Committee before a final decision is made

4 Honorary Officers

- (a) At the Annual General Meeting hereinafter mentioned the Association shall elect a Chairman, a Vice-Chairman, a Treasurer, a Secretary and such other Honorary Officers as the Association shall from time to time decide
- (b) The Chairman and the Honorary Officers of the Association shall hold office until the conclusion of the Annual General Meeting of the Association next after their election but shall be eligible for re-election **PROVIDED THAT** no Honorary Officer shall hold office for more than four consecutive years. On expiration of such period, four further years must lapse before any former Honorary Officer shall be eligible for re-election
- (c) The Chairman and the Honorary Officers shall be ex officio members of the Association, the said Executive Committee and of any other committee
- (d) The Association shall appoint one or more qualified auditors and may determine their remuneration (if any)

5 Executive Committee

- (a) The Association shall have an Executive Committee (hereinafter called 'the Committee') responsible for all major decisions. The Committee shall draw up bye-laws which shall be subject to approval by the Association
- (b) Subject as hereinafter mentioned the policy and general management of the affairs of the Association shall be directed by the Committee which shall meet not less than once a year and when complete shall consist of not less than eight or more than ten members. The Committee shall have eight members elected by the members of the Association, of whom four shall hold the offices of Chairman, Vice-Chairman, Secretary and Treasurer
- (c) The Chairman and Vice-Chairman shall be elected from the members of the Committee by the members of the Association, one from the UK and the other from the Netherlands, and the Vice-Chairman shall be Chairman in the

following year

- (d) The members of the Committee shall be elected at the Annual General Meeting of the Association in accordance with Clause 7 hereof. The Committee shall ensure that as far as is possible the scientific interests of the members of the Committee reflect those of the members of the Association
- (e) Election to the Committee shall be for three years. One third of the membership shall retire annually (to be interpreted as two or three each year and all eight over three years) but shall be eligible for re-election **PROVIDED THAT** no member shall serve for more than six consecutive years, the members so to retire being those who have been longest in office since the last election but not reckoning ex officio members. As between members who have been in office the same length of time, those due to retire shall be chosen by agreement between them or, failing that, by lot
- (f) In addition to the members so elected and to those serving by virtue of Clause 4(c) hereof the Committee may co-opt up to three further members being full members of the Association who shall serve until the conclusion of the next Annual General Meeting after individual co-option **PROVIDED THAT** the number of co-opted members shall not exceed one third of the total membership of the Committee at the time of co-option. Co-opted members shall be entitled to vote at meetings of the Committee
- (g) The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member
- (h) The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special and standing committees shall be reported back to the Committee as soon as possible
- (i) Any casual vacancy in the Committee may be filled up by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for election at that Meeting
- (j) The Committee shall appoint and fix the remuneration of a General Secretary and of all such other staff (not being members of the Committee) as may in their opinion be necessary

6 Meetings of the Association

- (a) The First General Meeting of the Association shall be held not later than the 1st October 1991, and once in each year thereafter an Annual General Meeting shall be held during the Annual Scientific Meeting or at such time

(not being more than 27 months after the holding of the precedent Annual General Meeting) and place as the preceding Committee shall determine. At least 21 days' notice shall be given in writing by the Honorary Secretary to each member. At such Annual General Meeting the business shall include the election of Honorary Officers; the election of full members to serve on the Committee; the appointment of an auditor or auditors; the consideration of an annual report of the work done by or under the auspices of the Committee and of the audited accounts; and the transaction of such other matters as may from time to time be necessary

- (b) The Committee may at any time at their discretion and the Honorary Secretary shall within 21 days of receiving a written request so to do, signed by not less than 25 full members, and giving reasons for the request, call a Special General Meeting of the Association

7 Nominations of Honorary Officers and Committee Members

Only full members of the Association shall be eligible to serve as Honorary Officers or members of the Committee. Nominations for Honorary Officers or members of the Committee must be made by full members of the Association in writing and must be in the hands of the Honorary Secretary at least seven days before the Annual General Meeting. Should nominations exceed vacancies, election shall be made by ballot

8 Rules of Procedure at all Meetings

(a) Quorum

(i) General Meeting

The quorum at a meeting of the Association shall be one-tenth of the total actual membership of the Association for the time being or such other number as the Association may in General Meeting from time to time determine.

(ii) Executive Committee

Meetings of the Committee shall not be quorate unless no fewer than two members from each country and either the Chairman or Vice-Chairman are present. However, in the event that no quorum is achieved at two or more consecutive meetings over a three-month period, the Chairman shall be entitled to hold a meeting which shall be legal and effective even in the absence of a quorum

(iii) Sub-committees

The quorum at a meeting of any sub-committee shall be one-third of the total actual membership of that sub-committee or such other number as the

Association may in General Meeting from time to time determine

(b) **Voting**

Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote

(c) **Minutes**

Minute books shall be kept by the Committee and all other committees, and the appropriate secretary shall enter therein a record of all proceedings and resolutions

(d) **Standing Orders and Rules**

The Committee shall have power to adopt and issue Standing Orders and/or Rules for the Association. Such Standing Orders and/or Rules shall come into operation immediately **PROVIDED ALWAYS** that they shall be subject to review by the Association in General Meeting and shall not be inconsistent with the provisions of this Constitution

9 Finance

(a) All moneys raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose **PROVIDED THAT** nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association or the repayment of members of the Committee or of any committee appointed under Clause 5(h) hereof of reasonable out of pocket expenses

(b) The Honorary Treasurer shall keep proper accounts of the finances of the Association

(c) The accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual General Meeting

(d) An audited statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting as aforesaid

(e) A bank account shall be opened in the name of the Association with Lloyds Bank plc, of 49 Strand London WC2N 5LL and/or with such other bank or banks (situate in the United Kingdom and/or the Netherlands) as the Committee shall from time to time decide. The Committee shall authorise in writing the Treasurer, the Honorary Secretary of the Association and two members of the Committee to sign cheques on behalf of the Association. All cheques must be signed by no less than two of the four authorised signatories

10 Trust property

The title to all real or personal property which may be acquired by or on behalf of the Association shall be vested in a corporation lawfully entitled to act as Custodian Trustee or in not less than two or more than four individual persons (not being members of the Committee)

11 Alterations to the Constitution

(i) Any alterations of this Constitution shall receive the assent of not less than three-quarters of the membership of the Association for the time being attending and voting at a meeting specially called for the purpose **PROVIDED THAT** Notice of any such alteration shall have been received by the Honorary Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be proposed. At least 14 clear days' notice in writing of such a meeting, setting forth the terms of the alteration, shall be sent by the General Secretary to each member of the Association **PROVIDED THAT** no alteration shall be made which would have the effect of causing the Association to cease to be a Charity at law and also **PROVIDED THAT** no amendment shall be made to Clause 2(a), Clause 12 or this clause without the prior written approval of the Charity Commission

in (ii) If the Executive Committee by a simple majority decide, then a Postal Ballot may be held to amend the Constitution. Approval of any such proposed amendment must be by a simple majority of those entitled to vote at a General Meeting and **PROVIDED THAT** 14 clear days' Notice in writing of the proposed amendment shall have been sent to each fully paid Member together with the procedure for voting

12 Dissolution

If the Committee by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote, of which meeting not less than 21 days' Notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such decision shall be confirmed by two-thirds of those present and voting at such meeting the Committee shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the Committee may determine in good faith

13 Notices

Any notice may be served by the Honorary Secretary 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 or the Netherlands or contiguous territories or by facsimile transmission addressed to such member

at his or her last known address in the United Kingdom or the Netherlands or contiguous territories and any letter so sent shall be deemed to have been received within ten days of posting or transmission as appropriate

14 Interpretation

For the interpretation of this Constitution, the Interpretation Act 1978 shall apply as it applies to the interpretation of an Act of Parliament. English law shall apply.