

# **KLINEFELTER'S SYNDROME ASSOCIATION CONSTITUTION 2001**

## **A. NAME**

The name of the Association is the KLINEFELTER'S SYNDROME ASSOCIATION, referred to in this Constitution as (and also known as) 'the KSA'.

## **B. ADMINISTRATION**

Subject to the matters set out below, the KSA and its property shall be administered and managed in accordance with this Constitution by the members of the National Executive Committee (NEC) constituted in accordance with Clause H of this Constitution.

## **C. OBJECTS**

1. The KSA is established to:
  - a) preserve and protect the health and promote the welfare of persons affected by Klinefelter's and related syndromes.
  - b) advance the education of the medical profession, other public and private bodies, and the general public on the subject of Klinefelter's and related syndromes and their implications for the family.
  - c) promote research into the management of Klinefelter's and related syndromes and publish the results thereof and to support individuals and organisations promoting research into Klinefelter's and related syndromes.

## **D. POWERS**

In furtherance of the said objects, but not otherwise, the KSA may:

1. Create a positive support network of adults with the said syndromes, parents, families, partners, carers and professionals in order to share ideas, experiences and give emotional support.
2. Recognise the emotional needs of those affected by Klinefelter's and related syndromes and encourage the recognition of the depth of feelings experienced by their families, partners and carers.
3. Increase the understanding of the relationship between the physical and mental effects of Klinefelter's and related syndromes and learning development and aid the development of beneficial therapies and learning programmes.
4. Help those affected and their parents, partners and carers obtain the best education and facilities for them.
5. Support those affected and their parents, partners and carers in their right to be kept informed about the likely progression of the conditions and more importantly the outcomes of treatments offered at various stages.
6. Promote exercise, physical and psychological endeavours as beneficial therapies.
7. Aid the development and understanding of the possible benefits of dietary control and of alternative forms of medicine in those with Klinefelter's and related syndromes.
8. Help and support those affected, their parents, partners and carers in all their negotiations for financial aid and other services.

9. Promote and support all activities leading to an improved quality of life for those affected, their parents, partners and carers.
10. Employ and pay any person or persons to supervise, organise and carry out the work of the KSA and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
11. Bring together in conference, representatives of voluntary organisations, Government bodies, the medical profession, statutory authorities and individuals.
12. Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the results thereof.
13. Arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses.
14. 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.
15. Undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the KSA.
16. Cause to be written and printed or otherwise reproduced (for example, by means of the Internet) and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or video or both) or any other magnetic media or optical media (for example, CD-ROMs) as shall further the said objects.
17. 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 the work of the Association.
18. Make regulations for any property which may be so acquired.
19. 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 KSA.
20. 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.
21. Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions or otherwise, provided that the KSA shall not undertake permanent trading activities in raising funds for the said objects.
22. Invest the money of the KSA 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.
23. Do all such other lawful things as are necessary for the attainment of the said objects.
24. Appoint a National Contacts Co-coordinator who shall co-ordinate volunteer Regional Representatives and act as the Association's Public Relations Officer in the receiving and disseminating of information.
25. Appoint an Editor or compiler of the Association's Newsletter or similar publication providing the membership with news or other information.
26. Any person appointed by the NEC shall, if not already a member of the NEC, report to the NEC when requested.
27. The NEC may determine the membership subscriptions from time to time and shall have the power to consider the reduction of the amount to be paid by or for members in financial difficulty (For example: in receipt of State means-tested benefits) upon written application, explaining the reasons for such application, by the said members at the time their subscription falls for renewal. The decision of the NEC shall be final.

## E. MEMBERSHIP

1. Membership of the KSA shall be open to any person over the age of 18 years interested in furthering the objects and who has paid the appropriate subscription as laid down from time to time by the NEC.
2. There shall be four types of members: Full Members (either 'individual' or 'group'), Associate Members, Corporate Members and Honorary Members.
  - a. A Full Member (Individual) is a named individual with Klinefelter's or an associated syndrome who has paid the subscription laid down from time to time by the NEC. Each Full Member has one vote.
  - b. A Full Member (group) consists of at least one person with Klinefelter's or an associated Syndrome and one adult who have paid the subscription laid down from time to time by the NEC Each Full Member (Group) is entitled to one vote. This type of Membership shall also be known as Family membership.
  - c. An Associate Member is a named individual who is interested in furthering the KSA's work and has paid any annual subscription laid down from time to time by the NEC. Associate Members are not entitled to vote.
  - d. A Corporate Member is a named corporate or unincorporated body which is interested in furthering the KSA's work and has paid any annual subscription laid down from time to time by the NEC. Corporate Members are not entitled to vote.
  - e. A Life Member is a Full Member (Individual or Group) who has paid either the Individual or Group Life Membership Fees and satisfied the conditions laid down from time to time by the NEC. Such Life Members will be entitled to one Vote.
  - f. Honorary Life Membership may be awarded by the NEC for special Services to the Klinefelter's Syndrome Association subject to a majority vote by members attending the AGM. Such Honorary Life Members will be entitled to one Vote.
3. The NEC may unanimously and for good reason terminate the membership of any individual, family or member organisation provided that the individual or family concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the NEC, accompanied by a representative, before a final decision is made.

## F. GENERAL MEETINGS

1. There shall be an Annual General Meeting (AGM) of the KSA which shall be held in the month of September in each year or as soon as practicable thereafter.
2. The AGM shall be called by the NEC. The secretary shall give at least 21 days notice of the AGM to all members of the KSA. The notice shall include an agenda, minutes of the last general meeting, copies of any resolutions which will be debated at the AGM, names of nominees for the NEC (see Clause H) and proxy authorisation forms.
3. An Extra-ordinary General Meeting may be called by the NEC, or on the written request of not less than the greater of 5% of the membership or 15 Full Members. On receipt of a copy of the motion to be put to the meeting, the Secretary of the KSA must summon the meeting within 21 days. The notice must state the business to be discussed.
4. All members of the KSA shall be entitled to attend General Meetings and all Full Members may vote at such meetings.
5. A proxy may vote for a full member (individual) or (group) subject to proof of identity

being provided in writing on the day the vote is taken. The proxy must provide proof of membership for the person or group on behalf of whom they are voting.

6. The Chair of the NEC shall be the Chair of any general meeting, but if he or she is not present the Vice-Chair of the NEC shall chair the general meeting. If neither the Chair nor the Vice-Chair of the NEC is present, before any other business is transacted, the persons present shall appoint a Chair of the meeting.
7. At the AGM, the meeting shall:
  - a) receive the report of the KSA for the preceding year from the NEC.
  - b) consider for adoption the audited accounts of the KSA for the previous year.
  - c) consider for adoption the minutes of the last general meeting.
  - d) elect members to vacancies on the NEC (see Clause H).
  - e) consider for adoption any resolutions which have been notified for consideration by the meeting at the time that the notice of meeting was issued.

## G. PROCEDURE AT GENERAL MEETINGS

1. The Secretary or other person specially appointed by the NEC shall keep a full record of proceedings at every general meeting of the KSA.
2. There shall be a quorum when at least 5 per cent of the number of full members of the KSA for the time being or fifteen full members of the KSA of whom at least five shall be members who do not sit on the NEC, whichever is the greater are present at any general meeting.
3. Nominations for election to the NEC must be made by Full Members of the KSA in writing and must be in the hands of the secretary of the NEC at least twenty eight days before the AGM. A notice advising which positions will be vacant and need election at the AGM will be published at least fifty six days before the AGM.

## H. NATIONAL EXECUTIVE COMMITTEE

1. The NEC shall consist of not less than FIVE elected members and not more than FIFTEEN elected members being:
  - a. the following honorary officers - Chair, Vice-Chair, Secretary, Treasurer and Membership Secretary elected at an AGM who shall hold office from the conclusion of the meeting at which they are elected;
  - b. not more than TEN ordinary members elected at an AGM who shall hold office from the conclusion of the meeting at which they are elected;
2. Anyone wishing to stand for a particular office or as an ordinary member of the NEC may put themselves forward. However, each nomination must be formally seconded by a Member of the KSA and received by the Secretary at least 28 days before the AGM. Each nominee is invited to submit no more than 100 words in support of their candidature which will be circulated to all members with the list of nominees.
3. The NEC may in addition appoint not more than FIVE co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the NEC would be co-opted members. Each appointment as a co-opted member shall be made at a meeting of the NEC called under clause K1 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 becomes vacant.
4. One half of the ordinary members of the NEC and two of the Honorary Officers shall retire from office at the end of the second AGM after the date on which they

came into office. Providing that they are still eligible (see sub-clauses H6, H7 and H8) they may be re-elected or re-appointed.

5. The proceedings of the NEC 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.
6. Nobody shall be appointed as a member of the NEC who is aged under 18 or who would if appointed be disqualified under the provisions of the sub-clauses H7 or H8.
7. No person shall be entitled to act as a member of the NEC whether of a first or subsequent entry into office until after signing a declaration of acceptance and of willingness to act as a Trustee of the KSA. Such declarations shall be included in the minutes of the meeting at which they are made.
8. No person shall serve in anyone post for more than six consecutive years.

#### I. TERMINATION OF MEMBERSHIP OF NEC

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

1. is disqualified from acting as a member of the NEC by virtue of Section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
2. becomes incapable by reason of mental disorder, illness or injury from managing or administering his or her own affairs;
3. is absent without the permission of the NEC from all their meetings held within a period of twelve months or if he or she fails to attend three consecutive meetings (except under exceptional circumstances) and the NEC resolve that his or her office is to be vacated, or;
4. notifies to the NEC a wish to resign (but only if at least five members of the NEC will remain in office when the notice of resignation is to take effect).

#### J. NEC MEMBERS NOT TO BE PERSONALLY INTERESTED

1. Subject to the provisions of sub-clause 2 of this clause no member of the NEC shall acquire any interest in property belonging to the KSA (otherwise than as a member of the NEC) in any contract entered into by the NEC.
2. Any member of the NEC 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 other members of the NEC to act in a professional capacity on behalf of the Klinefelter's Syndrome Association, provided that at no time shall a majority of the members of the NEC benefit under this provision and that a member of the NEC shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

#### K. MEETINGS AND ALL PROCEEDINGS OF THE NEC

1. The NEC shall hold at least FOUR ordinary meetings each year. A special meeting may be called at any time by the Chair or by any two members of the NEC upon not less than 14 days' notice being given to the other members of the NEC 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 Chair (or Vice-Chair) shall act as Chair at meetings of the NEC. If both the

Chair and Vice-Chair are absent from any meeting, the members of the NEC present shall choose one of their number to be Chair of the meeting before any other business is transacted.

3. There shall be a quorum when at least one third of the members of the NEC for the time being, or three members of the NEC, whichever is the greater, are present at the meeting.
4. Every matter shall be determined by a majority of votes of the members of the NEC present and voting on the question but in case of equality of votes the Chair of the meeting shall have a second or casting vote.
5. The NEC shall keep contemporaneous minutes of the proceedings at meetings of the NEC and of any sub-committee(s).
6. The NEC 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 NEC may appoint one or more sub-committees consisting of two or more members of the NEC for the purpose of making any enquiry into or supervising or performing any function or duty which in the opinion of the NEC 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 NEC.

#### L. RECEIPTS AND EXPENDITURE

1. The funds of the KSA, including all donations, contributions and bequests, shall be paid into an account operated by the NEC in the name of the KSA at such banks or building societies as the NEC shall from time to time decide. All cheques drawn on such accounts must be **signed by at least two authorised members of the NEC**. The signatories may not be members of the same family.
2. The funds belonging to the KSA shall be applied only in furthering the objects.

#### M. PROPERTY

1. Subject to the provisions of sub-clause 2 of this clause, the NEC shall cause the title to:
  - a. all land held by or in trust for the KSA which is not vested in the Official Custodian for Charities; and
  - b. all investments held by or on behalf of the KSA; 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 NEC at their pleasure and shall act in accordance with the lawful directions of the NEC. Provided they act only in accordance with the lawful directions of the NEC, the holding trustees shall not be liable for the acts and defaults of its members.
2. If the corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the NEC may permit any investments held or in trust for the KSA to be held in the name of a clearing bank, trust, corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the NEC, and may pay such a nominee reasonable and proper remuneration for acting as such.

## N. ACCQUNTS

The NEC shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

1. the keeping of accounting records for the KSA;
2. the preparation of annual statements of account for the Charity;
3. the auditing or independent examination of the statements of account of the KSA;
4. the transmission of the statements of account of the KSA to the Commissioners.

## O. ANNUAL REPORT

The NEC shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an Annual Report and its transmission to the Commissioners.

## P. ANNUAL RETURN

The NEC shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an Annual Return and its transmission to the Commissioners.

## Q. NOTICES

Any notice required to be served on any member of the KSA shall be in writing and shall be served by the Secretary of the NEC on any member either personally or by sending it through the post in a pre-paid letter addressed to such a 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 ten days of posting.

## R. 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 any alteration proposed.
  - a. A Resolution for Constitutional change may be placed before the Membership at the AGM if it has been proposed and seconded by persons each being a full voting member of the Association.
2. No amendment may be made to clause A (the name of Charity clause), clause C (the objects clause), clause J (NEC members not to be personally interested clause), clause S (the dissolution clause), or this clause without the prior consent in writing of the Commissioners.
3. No amendment may be made which would have the effect of making the KSA cease to be a Charity at Law.
4. The NEC should promptly send to the Commissioners a copy of any amendment made under this clause.
5. Any alterations to the Constitution will take effect from the end of the general meeting at which the resolution is passed.

## S. DISSOLUTION

If the NEC decides that it is necessary or advisable to dissolve the KSA it shall call a meeting of all members of the KSA, 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 NEC shall have the power to realise any assets held by or on behalf of the KSA. 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 KSA as the members of the KSA 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 KSA must be sent to the Commissioners.

## **Klinefelter's Syndrome Association Equal Opportunities Statement**

1. We will value the individual contribution of people irrespective of their background or personal circumstances. We will not discriminate on grounds of gender, race, disability, ethnic or national origin, age, religion, marital status, caring responsibilities, or sexual orientation.
2. We will treat every employee with dignity and respect promoting an environment free from harassment, bullying, discrimination and victimisation.
3. We will take any necessary remedial or disciplinary action in support of this Policy.

Note:

A separate Child Protection Policy was created on the 1st December 2009