

**Prostate  Cancer  
Support Federation**

# **CONSTITUTION**

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April 2009



## **Amendment Record**

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This document was last updated 23<sup>rd</sup> April 2009



# **The Constitution of the Prostate Cancer Support Federation**

**Adopted on the 25<sup>th</sup> Day of April 2009**

## **(1) Name**

The name of the Charity is the Prostate Cancer Support Federation, also known as PCSF. (“the Charity”).

## **(2) Purpose**

The Charity is a federation, whose Member Organisations are mainly patient-led prostate cancer support organisations, as set out in clause (6) (“Membership”). The purpose of the Charity is to co-ordinate, focus and strengthen the efforts of its Member Organisations nationally, in their cause to alleviate the plight of those affected by prostate cancer.

## **(3) 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 Trustees (“the Trustees”) constituted by clause (10) of this constitution,

## **(4) Object**

The Charity’s Object (“the Object”) is to relieve the sickness, physical or mental distress of persons affected by prostate cancer in the United Kingdom, in particular but not exclusively by:

- (1) assisting and strengthening the activities in support of people affected by prostate cancer, including encouraging and supporting the formation of new local prostate support organisations throughout the United Kingdom;
- (2) encouraging the improvement of health services available to prostate cancer patients
- (3) acting as a focus for and expressing the views of patient-led support groups concerning:
  - (a) raising awareness of prostate cancer,
  - (b) improving the health services available to prostate cancer patients, and
  - (c) priorities for research into the diagnosis and treatment of prostate cancer.

## **(5) Powers**

In furtherance of the Object but not otherwise the Trustees may exercise the following powers:

- (1) Power to raise funds and to invite and receive contributions provided that in raising funds the Trustees shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
- (2) Power to invest the Charity's money not immediately required for the Object in or upon such investments, securities or property as may be thought fit by the Trustees subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- (3) Power subject to any consent 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.
- (4) Power to buy, take on lease or in exchange any property necessary for the achievement of the Object and to maintain and equip it for use.
- (5) Power subject to any consent required by law to sell, lease or dispose of all or any part of the property of the Charity.
- (6) Power to employ such staff (who shall not be Trustees) as are necessary for the proper pursuit of the Object and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants.
- (7) Power to co-operate with other charities, support groups, voluntary bodies, statutory authorities and other organisations operating in furtherance of the Object or of similar charitable purposes and to exchange information and advice with them.
- (8) Power to establish or support any charitable trusts, associations or institutions formed for all or any of the Object.
- (9) Power to make and alter rules ("the Rules") for the conduct of their business and for the Charity as a whole. Such Rules shall come into operation immediately upon their adoption by the Trustees provided always that they shall be subject to review by the Charity in General Meeting. A Rule book shall be created and the Rules recorded in it. No Rule may be made which is inconsistent with this constitution or the law.
- (10) Power to appoint and constitute such advisory committees as the Trustees may think fit.
- (11) Power to donate money to the Member Organisations in furtherance of the Charity's Object.
- (12) Power to procure to be written and print, publish, present, distribute information in a format or formats, suitable to the needs of the Charity, to the Member Organisations, other organisations and the public at large, gratuitously or otherwise, in furtherance of the Object.
- (13) Power to establish, fund and co-ordinate a national telephone help line or lines and a web-site or web-sites to provide information about the Charity, its work and the work of its Member Organisations, regarding prostate cancer to the public at large.
- (14) Power to invite appropriate persons to become patrons of the Charity.
- (15) Power to effect insurance considered necessary to protect the Charity, its property, employees, those who help in the running of the Charity and the public at large against claims that might arise from the Charity's lawful activities.
- (16) Power to do all such other lawful things as is necessary for the achievement of the Object.

## **(6) Members of the Charity**

- (1) The Charity admits Members in the following categories:
  - (a) Member Organisations, which are patient-led support organisations whose principle activities are directed towards prostate cancer patients.
  - (b) Organisation Members, which are organisations, which are not necessarily patient-led, but have a legitimate interest in prostate cancer and support the Object of the Charity and express a wish to join in that category.
  - (c) Honorary Members who are individuals who do not belong to a member organisation but are invited to join by the Trustees because they have had a long standing legitimate interest in prostate cancer and support the Object of the Charity.
- (2) For the purpose of this Constitution, a patient-led support organisation is one that has all of the following:
  - (a) A membership of at least 15 individuals who have or have had prostate cancer, their partners, families and lay carers.
  - (b) Objects and or aims that are compatible with those of this Charity.
  - (c) A policy of complete transparency whereby their governing document, accounts and proceedings are open to public scrutiny.
  - (d) An elected managing committee, at least 75% of whom are individuals as set out in (6) (2) (a) above, who have to stand for re-election at regular intervals.
- (3) Membership of the Federation shall be conditional upon the following:
  - (a) Completion of an application form.
  - (b) Agreement by the applicant that they will not at any time use or trade upon this Charity's status unless authorised to do so by the Charity's Trustees.
  - (c) Acceptance by the Trustees
  - (d) Payment of the membership fee as specified (6) (4) below
- (4) Membership fees shall be proposed by the Trustees and ratified by Voting Member Organisations at the AGM. They shall fall due for renewal on the 1<sup>st</sup> January each year.
- (5) Each Member Organisation shall have a block vote. The number of votes in each block will be as set out in the Rules. Organisation Members and Honorary Members shall not have a vote.
- (6) The Trustees may for good reason suspend and then terminate the membership of a Member Organisation, provided that two thirds of the Trustees present and voting, vote to do so. The Member Organisation shall have the right to appeal against suspension in accordance with the provisions set out in the Rules.
- (7) Member Organisations may resign from the Charity providing 28 days notice is given in writing to the Charity's Secretary. If a Member Organisation resigns its Delegate(s) must also resign.

## **(7) The Delegates**

- (1) The Member Organisations' Delegates will fall into the following categories;

- (a) Member Organisations may appoint such number of Delegates, as are specified in the Rules, to participate in General Meetings. Each Member Organisation shall have one block of votes irrespective of the number of its Delegates present at the meeting.
  - (b) Organisation and Honorary Members may attend and participate in General Meetings.
- (2) The names of Delegates must be notified to the Secretary in writing or e-mail before they participate in the proceedings of the Charity. Only current individual members of Member Organisations may become Delegates.

## **(8) Helpers and Professional Advisors**

The Trustees may appoint individuals as Helpers (“Helpers”) or as Professional Advisors (“Professional Advisors”) from any appropriate source to help and advise them on any aspect of the Charity and its work and, where appropriate, pay them reasonable and proper remuneration.

## **(9) Honorary Officers**

At the Annual General Meeting of the charity the Voting Members, via their Delegates shall elect from amongst themselves a Chairman, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting. No Delegate shall be an Honorary Officer of this Charity while a fellow Delegate from the same Member Organisation holds office as an Honorary Officer of this Charity.

## **(10) The Trustees**

- (1) The Trustees shall consist of not less than three Trustees nor more than nine Trustees being:
  - (a) The Honorary Officers specified in the preceding clause and;
  - (b) Not more than six Trustees, elected by the Member Organisations, via their Delegates at the Annual General Meeting, who shall hold office from the conclusion of that meeting. The Member Organisations shall take all reasonable steps to ensure that there is fair and equitable representation of the Voting Members among the Trustees.
- (2) The Trustees may in addition appoint not more than three co-opted Trustees but so that no one may be appointed as a co-opted Trustee if, as a result, more than one third of the Trustees would be co-opted. Each appointment of a co-opted Trustee shall be made at a special meeting of the Trustees called under clause (13)(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 becomes vacant.
- (5) Spouses, partners or close relatives (as defined in the Rules) of serving Trustees may not be elected, co-opted or appointed as Trustees while their spouse, partner or close relative is serving as a Trustee.
- (6) All the Trustees shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but then they may be re-elected or re-appointed. They may only be re-elected or re-appointed as Honorary

Officers for a maximum of three consecutive years unless there are no other nominations for those positions.

- (7) The proceedings of the Trustees 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 Trustee.
- (8) Nobody shall be appointed as a Trustee 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 Trustee whether on a first or on a subsequent entry into office until after signing a declaration of acceptance and of willingness to act in the trusts of the Charity in accordance with the Charity Commission's requirements. The signed declaration is to be contained within the Trustees minute book.

## **(11) Determination of Trustees**

A Trustee shall cease to hold office if he or she:

- (1) is disqualified from acting as a Trustee 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 from three or more consecutive meetings of the Trustees without communicating a good reason to or receiving permission from the Trustees and the Trustees resolves that his or her office be vacated; or
- (4) notifies to the Trustees a wish to resign but only if at least three Trustees will remain in office when the notice of resignation is to take effect.

## **(12) Trustees not to be personally interested**

No Trustee shall acquire any interest in property belonging to the Charity (other than as a Trustee for the Charity) or receive remuneration or be interested (other than as a Trustee) in any contract entered into by the Trustees.

## **(13) Meetings and proceedings of the Trustees**

- (1) The Trustees 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 Trustees upon not less than 14 days notice being given to the other Trustees of the matters to be discussed but if the matters include an appointment of a Trustee then not less than 21 day's notice must be given.
- (2) The Chairman shall act as chairman at meetings of the Trustees. If the Chairman is absent from any meeting, the Trustees 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 Trustees for the time being or three Trustees, whichever is the greater, are present at the meeting.
- (4) Every matter shall be determined by a majority of votes of the Trustees present and voting on the question with the exception of the suspension and or termination of a Member Organisation (See clauses (6)(6) and (7)(3)). In the case of equality of votes

the Chairman of the meeting shall have a second or casting vote. Any Trustees present and voting may require that a ballot be held on any matter.

- (5) The Trustees shall keep minutes, in books kept for the purpose (these may be of the loose-leaf type), of the proceedings at meetings of the Trustees, and any sub-committee.

#### **(14) Receipts and expenditure**

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

#### **(15) Property**

- (1) Subject to the provisions of sub-clause (2) of this clause, the Trustees 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 a custodian trustee or in no less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Charity's Trustees at their pleasure and shall act in accordance with the lawful directions of the Charity's Trustees. Provided they act only in accordance with the lawful directions of the Charity's Trustees, the holding trustees shall not be liable for acts and defaults of the Charity's Trustees.
- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Charity's Trustees 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 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 Charity's Trustees and may pay such a nominee reasonable and proper remuneration for acting as such.

#### **(16) Accounts**

The **Trustees** 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 accounts 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.

## **(17) Annual Report**

The Trustees 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 report and its transmission to the Commission.

## **(18) Annual Return**

The Trustees 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 to the Commission.

## **(19) Annual General Meetings**

- (1) There shall be an Annual General Meeting of the Charity which shall be held in the month of May in each year or as soon as practicable thereafter. The Annual General Meeting will be open to members of the public who will act as observers only.
- (2) The Trustees shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year and may present the plans for future activities.
- (3) Nominations for the election of Trustees must be made by the Voting Member Organisations of the Charity in writing and must be in the hands of the Secretary at least 14 days before the Annual General Meeting.

## **(20) Extraordinary General Meetings**

The Trustees may call an Extraordinary General Meeting of the Charity at any time. If at least three Voting Member Organisations request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be considered.

## **(21) General Meetings**

The Trustees may, from time to time call General Meetings of the Charity.

## **(22) Procedures at all General Meetings**

- (1) General Meetings shall be called by the Trustees. The Secretary shall give 21 days' notice of such meetings to all the Member Organisations of the Charity stating the business to be considered and transacted. These meetings shall also be open to current members of Member Organisations, who are not Delegates. These individuals will, at the discretion of the Chairman be able to speak on their own behalf but will not be able to vote.
- (2) The Chairman of the Charity shall be the chairman of the meeting. If the Chairman of the Charity is not present, the Voting Member Organisations will, via their Delegates, appoint a chairman for the meeting.
- (3) The Secretary or other person specially appointed by the Trustees shall keep a full record of the proceedings at every General Meeting of the Charity.
- (4) There shall be a quorum when at least two thirds of the Full Member Organisations of the Charity for the time being are represented.

## **(23) Notices**

Any notice required to be served on any Member of the Charity shall be in writing and shall be served by the Secretary or the Trustees on any Member, either personally or by sending it through the post in a prepaid letter addressed to such Member at their last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 21 days of posting.

## **(24) 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 a two thirds majority of the voting Member Organisations, via their Delegates 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) No amendment may be made to clause (1) (the Name of the Charity clause), clause (4) (the Object clause), clause (12) (the Trustees not to be personally interested clause), clause (24) (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 Charity cease to be a Charity at law.
- (4) The Trustees should promptly send to the Commission a copy of any amendment made under this clause.

## **(25) Dissolution**

If the Trustees decide that it is necessary or advisable to dissolve the Charity they shall call a meeting of all Member Organisations 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 the Voting Member Organisations, via their Delegates, present and voting the Trustees 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 institution or institutions having Objects similar to the Object of the Charity as the Voting Member Organisations 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.

**(26) Adoption of this Constitution**

**This Constitution has been adopted by a meeting of Delegates from the Voting Members at the Annual General Meeting of the Charity held on 25<sup>th</sup> April 2009.**