



## **CONSTITUTION OF THE ASSOCIATION OF BRITISH PAEDIATRIC NURSES [2019]**

**A.** The name of the Association is:

**‘ASSOCIATION OF BRITISH PAEDIATRIC NURSES’ – also known as ABPN**

The Association is a registered charity.

**B.** Subject to the matters set out below, the charity and its property shall be administered and managed in accordance with this constitution by the members of the Governance and Development Group (the executive committee).

**C.** The mission of The Association is to promote the development of children’s nursing and children’s nurses through evidence-based information about practice, research and education,

The Association’s objects are

- 1.1 Promote public awareness of the nursing care of children and young people.
  - 1.2 Promote optimum standards of nursing care to children and young people at home and in hospital.
  - 1.3 Recognise the needs of parents/carers and offer appropriate guidance, support and comfort.
  - 1.4 Promote nurse education/research in the specialist area of children and young people, within the wider context of nursing.
- 2** In furtherance of the Association’s mission, the Association may provide:
- 2.1 Advice and informed opinion to all concerned with children’s services, children’s health and children’s nursing care
  - 2.2 Facilities and opportunities for members to disseminate their knowledge and skills to others.
  - 2.3 Support for members by arranging opportunities for the purpose of enabling nurses who care for children and young people and others involved in or concerned with the (care) of children and young people to increase their knowledge.

**D. Powers**

- 1 In furtherance of the objects, the Association’s Governance and Development Group may exercise the

following powers:

- 1.1 To raise and to invite contributions provided that in raising funds the Governance and Development Group shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the laws of the United Kingdom;
- 1.2 To buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- 1.3 To sell, lease or dispose of all or any part of the property of the Association; subject to any consents required by law
- 1.4 To borrow money and to charge all or part of the property of the Association with repayment of the money so borrowed; subject to any consents required by law
- 1.5 To employ such staff (who shall not be members of the Governance and Development Group) as are necessary for the proper pursuit of the objects of the Association and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;
- 1.6 To cooperate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of the Association or of similar charitable purposes and to exchange information and advice with them, subject to any requirements of the law of the United Kingdom;
- 1.7 To establish or support any charitable trusts, Associations or institutions formed for all or any of the objects;
- 1.8 To appoint and constitute such advisory committees and working groups as may be appropriate and create specialist groups from amongst the Members of the Association as the Governance and Development Group may think fit;
- 1.9 To do all such other lawful things as are necessary for the achievement of the objects;
- 1.10 Subject to the consent of the Charity Commissioners, at the Associations expense, to insure all trustees against personal liability arising from acts properly undertaken in the administration of the charity or acts undertaken in breach of trust, but under an honest mistake subject to such conditions as may be laid down from time to time by the Charity Commissioners;
- 1.11 Power to suspend or dissolve any groups or sub-committee, if in the opinion of the Governance and Development Group, the Members in these groups or sub-committees do not act properly in accordance with the general duties of a charity or in contradiction with the objects of the Association.

#### **E. Membership.**

The Association shall consist of Full Members, Associate Members, Student Members, Honorary Fellows, Honorary Members, Eligibility for membership and the rights and privileges of each category shall be as follows:

## 1. **Full Membership**

- 1.1 Persons who are registrants on the Nursing and Midwifery Council Register and who hold an appropriate qualification in children's nursing are eligible for Full Membership. The Governance and Development Group will determine which qualifications are appropriate children's nursing qualifications
- 1.2 Persons who have previously been registrants with the Nursing and Midwifery Council (or predecessor organisations e.g. UKCC, GNC) and who hold an appropriate children's nursing qualification, but who are no longer employed and who's registration may have lapsed.
- 1.3 **Voting.** Full Members may attend and vote at General Meetings.

## 2. **Associate Membership**

- 2.1 Individuals who are not eligible for Full Membership may seek Associate Membership by approaching the Governance and Development Group, who will treat each application on its own merits (e.g. play specialists; medical practitioners; children's social workers).
- 2.2 **Voting.** Associate Members may attend General Meetings but shall have no voting rights.

## 3. **Student Membership**

- 3.1 Student who are undertaking an educational programme in the nursing and health care of children and young people leading to registration with the Nursing and Midwifery Council
- 3.2 **Voting.** Student Members may attend and vote at General Meetings.

## 4. **Honorary Membership**

- 4.1 Members who are judged to have given long and valuable service to the Association may be nominated to become **Honorary Fellows** of the Association by the Governance and Development Group, or may be recommended to the Governance and Development Group by Members to become Honorary Fellows. Such individuals who have the support of the Governance and Development Group will go forward for confirmation at the Annual General Meeting.
- 4.2 **Voting.** Honorary Fellows of the Association who are also eligible to be Full Members retain their voting rights at General Meetings.
- 4.3 Individuals outside the Membership may be nominated for **Honorary Membership** in recognition of their outstanding contribution to the care of children and young people or to the Association. The nomination may be made by the Governance and Development Group or may be recommended to the Governance and Development Group by Members to become Honorary Members. Such individuals who have the support of the Governance and Development Group will go forward for confirmation at the Annual General Meeting.
- 4.4 **Voting.** Honorary Members may attend General Meetings but shall have no voting rights.

## 5. **Restriction of Membership**

- 5.1 The Governance and Development Group may by majority vote and for good reason terminate the Membership of any individual: provided that the individual concerned shall have the right to be heard by the Governance and Development Group accompanied by a representative before a final decision is made.

## **F. Honorary Officers of the Association**

The Members of the Governance and Development Group shall elect from amongst themselves a President, Chairperson, Secretary, Finance Officer and Membership Secretary, as well as up to two other officers, whose appointments will be subject to confirmation at Annual General Meetings of the Association set out below:

### **1. Election of the Honorary Officers of the Association**

- 1.1 Honorary Officers elected by the Governance and Development Group requiring confirmation at the next Annual General Meeting must be clearly identified in the notice convening that Annual General Meeting.
- 1.2 All Honorary Officers shall hold office for three years and may serve further terms of office, providing there is an election by the Governance and Development Group and subject to confirmation at the annual general meeting.
- 1.3 The Honorary Officers of the Governance and Development Group shall present a report of the activities of the previous year at each Annual General Meeting of the Association, which must include a financial report and an audited balance sheet.
- 1.4 When an Honorary Officer does not complete a term of office, the Governance and Development Group may elect a replacement and the individual who replaces that Honorary Officer will complete the previous incumbent's term. The replacement will not be considered to have served a "term of office" for the purpose of 1.2 above.

### **2. President**

The President is the ceremonial head of the Association. The duties of the President are to advise the Association and represent it and children and young people's nursing on behalf of the Association. The President will be involved in the affairs of the Association and informed of the Association's activities.

### **3. Chairperson**

- 3.1 The Chairperson is the operational head of the Association. The duties of the Chairperson are to lead the Governance and Development Group; to advise the Association and represent it and children and young people's nursing on behalf of the Association. The Chairperson will be involved in the affairs of the Association and informed of the Association's activities.
- 3.2 The Chairperson will administer the affairs of the Association in accordance with the policies laid down by the Governance and Development Group and chair the Association's Governance and Development Group and the Annual General Meeting.

The Chairperson and President roles may be held as a single role subject to the approval of the Governance and Development Group

#### **4 Finance Officer.**

4.1 The duties of the Finance Officer shall be to advise on and administer the financial affairs of the Association subject to the policies laid down by the Governance and Development Group and in accordance with the instructions and directions of the Governance and Development Group.

4.2 The Finance Officer shall be included in the planning of all Association endeavours, to advise on the financial implications of the same.

4.3 The Finance Officer shall link with and advise on any financial implications of any specialist sub-groups, such as the Editorial Board.

4.4 The Finance Officer shall be responsible for the preparation and consideration of the Annual Accounts agreed by the Governance and Development Group and presents the audited accounts at the Annual General Meeting. The Finance Officer is also responsible, on behalf of the Association, for ensuring the presentation of the audited accounts to the Charity Commissioners.

#### **5 Membership Secretary.**

5.1 The duties of the Membership Secretary shall be to ensure that the database of membership is up to date and to oversee the administration of the database by any company, which is acting on behalf of the Association in this capacity and to ensure that data protection and privacy regulations are maintained within the Association.

5.2 The Membership Secretary is subject to the policies laid down by the Governance and Development Group and in accordance with the instructions and directions of the Governance and Development Group.

#### **6 Secretary.**

The duties of the Secretary will primarily be concerned with internal and external communication of the Association. The Secretary is subject to the policies laid down by the Governance and Development Group and in accordance with the instructions and directions of the Governance and Development Group.

7 There may be two further Honorary Officers. These Honorary Officers are subject to the policies laid down by the Governance and Development Group and in accordance with the instructions and directions of the Governance and Development Group.

#### **G The Governance and Development Group.**

There will be one national Executive committee of the Association: The Governance and Development Group. This Group is the administrative and managerial body of the Association and its Officers are the charity trustees.

1. The Governance and Development Group will consist of not less than 5 Members and not more than 12 Members being: the Honorary Officers of the Association, specified in the preceding section and nominated/ co-opted members.
- 1.1 The Chairperson or a member elected by the body administering the Association's journal (currently known as the Editorial Board of the Journal of Child Health Care) shall be a member of the Governance and Development Group. The member will ensure that the Association's journal reflects the objects and business of the Association. The role of the member is to be the vehicle of liaison and communication between the Editorial Board, the Association and the Publishers. A report on the Editorial Board's activities shall be made at each Governance and Development Group meeting.
- 1.2 The duty of these nominated officers identified in G 1 includes a role as charity trustees, and that duty transcends any duty back to the nominating body.
- 1.3 The Governance and Development Group will invite not more than four individuals to act as charity trustees to act alongside those Honorary Officers who are also trustees of the Association.
- 1.4 The process for nomination of the Members identified in G1 shall be by election of the Members within the nominating body. In the first instance, the Chairperson of the nominating body will consider being that nominated member. If this is not practicable, the Chairperson of the nominating body will seek nominations from that body confirmed, where necessary, by election as previously stated.
- 1.5 The Governance and Development Group may in addition appoint not more than four co-opted Members. Each appointment of a co-opted member to the Governance and Development Group shall be made at a meeting of the Governance and Development Group and shall take effect from the end of that meeting unless the appointment is to fill a place which has not been vacated in which case the appointment shall run from the date when the post becomes vacant.
- 1.6 The proceedings of the Governance and Development Group 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.

#### **H Determination of Membership of the Governance and Development Group**

- 1 No person shall be entitled to act as a member of the Governance and Development Group whether on a first or subsequent entry into office until signing, on an appropriate form kept on record by the Governance and Development Group, a declaration of acceptance and willingness to act in the trusts of the Association.
2. A member of the Governance and Development Group shall cease to hold office if he or she:
  - 2.1 Is disqualified from acting as a member of the Governance and Development Group by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
  - 2.2 Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

2.3 Notices to the Governance and Development Group a wish to resign,

#### **I Governance and Development Group conflicts of interest**

1. No member of the Governance and Development Group shall acquire any interest in property belonging to the Association (otherwise than as a trustee for the Association) or receive remuneration or be interested (other than as a member of the Governance and Development Group) in any contract entered into by or on behalf of the Association.
- 1.1 No member of a sub-committee or specialist group of the Association shall acquire any interest in property belonging to the Association or receive remuneration or be interested in any contract entered into by the Governance and Development Group (where for the benefit of the Association) except in any contract entered into by or on behalf of the Association.

#### **J Meetings and Proceedings of the Governance and Development Group**

1. The Governance and Development Group shall meet not less than three times each year. A special meeting may be called at any time by the Chairperson or by any two Members of the Governance and Development Group upon not less than seven clear days notice being given to the other Members of the Governance and Development Group of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than twenty-one clear days' notice must be given.
- 1.1 The quorum for meetings shall be not less than four Members of the Governance and Development Group, one of whom must be an honorary Officer
- 1.2 Every matter shall be determined by a majority of votes of the Members of the Governance and Development Group present and voting on the question, but in the case of equality of votes the Chairperson of the meeting shall have a further casting vote.
- 1.3 The Governance and Development Group shall keep minutes, in an agreed format for the purpose, of the proceedings at meetings of the Governance and Development Group and any sub-committee.
- 1.4 The Governance and Development Group may from time to time make and alter rules for the conduct of the Association's business and proceedings, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 1.5 The Governance and Development Group may appoint one or more sub-committees.
- 1.6 The Governance and Development Group may invite observers from professional organisations or statutory bodies to attend meetings in open session. The activities and views of the Association shall be reported back as appropriate to those organisations/bodies. Such Observers shall be non-voting.
- 1.7 The Governance and Development Group may invite observers from the Membership, subgroups or specialist groups of the Association to attend meetings in open session. Such Observers shall be non-voting.

## **K Subscriptions**

1. Subscriptions shall be paid annually. Changes in the annual subscription shall be proposed by the Governance and Development Group and agreed by the Membership of the Association at the Annual General Meeting.
- 1.1 Honorary fellows will not need to pay further subscriptions and will retain full voting rights. Honorary members will not be required to pay a subscription and will not have voting rights.
- 1.2 Full Members are required to maintain an annual subscription.
- 1.3 Full members may apply for life membership the rate for which will be determined by the governance and development group
- 1.4 Student Members are required to pay prevailing subscription rate.
- 1.5 Associate Members are required to pay the Full Membership annual subscription.
- 1.6 The subscription year of the Association shall be fixed by the Governance and Development Group. The Governance and Development Group will fix the date that the subscription shall be due and payable.
- 1.7 For all categories of Membership except Honorary members/fellows, Membership shall lapse when the full annual subscription is not paid within three months of the due date.
- 1.8 The Governance and Development Group may in its absolute discretion waive payment wholly or in part of annual subscriptions in a case or cases where they consider it fit to do so.
- 1.10 Members resident outside the United Kingdom, Isle of Man and Channel Islands may be required to pay a levy (in addition to the subscription appropriate to their Membership category) to be fixed by the Governance and Development Group, to cover additional costs.

## **L Receipts and Expenditure**

1. The funds of the Association, including all donations, contributions and bequests, shall be paid into an account operated by the Governance and Development Group in the name of the Association at such a bank as the Governance and Development Group shall from time to time decide. All cheques drawn on the account must be signed by at least two Members of the Governance and Development Group.
- 1.1 The funds belonging to the Association shall be applied only in furthering the objects.

## **M Property**

- 1 The Governance and Development Group shall cause the title to all investments to be held by or on behalf of the Association.

## **N Accounts**

1. The Governance and Development Group shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of the act) with regard to:



- The keeping of accounting records for the Association;
- The annual statements of account for the Association;
- The auditing or independent examination of the statements of account of the Association; and
- The transmission of the statements of account of the Association to the Charity Commissioners.

## **O Annual Report**

- 1 The Governance and Development Group shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of the act) with regard to the preparation of an annual report, financial return and its transmission to the Charity Commissioners.

## **P Annual General Meeting**

1. An Annual General Meeting shall be held each year. The Governance and Development Group will decide the venue and times.
  - 1.1 Every Annual General Meeting of the Association shall be called by the Governance and Development Group. The Secretary shall give at least thirty clear days' notice of the Annual General Meeting to all Members of the Association via ABPN Newsletter.
  - 1.2 The Governance and Development Group shall present to each Annual General Meeting the report and accounts of the Association for the preceding year.

## **Q Special General Meetings**

1. The Governance and Development Group may call a special General Meeting of the Association at any time. If at least fifty Members of the Association request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 30 days' notice must be given. The notice must state the business to be discussed.

## **R Procedure at General Meetings**

1. The Secretary or other person specially appointed by the Governance and Development Group shall keep a full record of proceedings at every General Meeting of the Association.
  - 1.1 There shall be a quorum of at least five Members of the Association present at any General Meeting.

## **S Alterations to the Constitution**

1. Subject to the following provisions of this clause any alteration in the Constitution shall first be approved by the Governance and Development Group and then circulated to all Members. The resolution proposing an alteration shall be passed by a majority vote of the Members present and voting at the General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.
  - 1.1 No amendment may be made to the name of the Association clause, the objects clause, the Governance and Development Group not to be interested clause, the dissolution clause or this clause without the

consent of the Charity Commissioners.

- 1.2 No amendment shall be made which would have the effect of causing the Association to cease to be a charity in law.
- 1.3 The Governance and Development Group should promptly send to the Charity Commissioners a copy of any amendment made under this clause.

## **T Dissolution**

- 1 If the Governance and Development Group decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all Members of the Association, of which not less than thirty clear days' notice (stating the terms of the resolution to be proposed) shall be given.
- 2 If the proposal is confirmed by a two-thirds majority of those present and voting the Governance and Development Group shall have the power to realise any assets held by or on behalf of the Association.
- 3 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 similar objects of the Association as Members of the Association may determine by a two-thirds majority of those present and voting or failing that shall be applied for some other charitable purpose.
- 4 A copy of the statement of accounts, or account and statement, for the final accounting period of the Association must be sent to the Charity Commissioners.

## **U Sub-committees**

1. There may be sub-committees within the Association in order to better achieve the objects of the Association.
  - 1.1 Sub-committees consist of one or more Members of the Governance and Development Group, with other Members of the Association, for the purpose of making an inquiry or supervising or performing any function or duty which in the opinion of the Governance and Development Group would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committee be fully and promptly reported to the Governance and Development Group.
  - 1.2 Sub-committees do not have the power to make decisions on behalf of the Association except with the confirmation of the Governance and Development Group.
  - 1.3 Sub-committees cannot exercise any of the duties of the charity trustees and must act in accordance with the Governance and Development Group's directions and the objects of the Association.

## **V Specialist Subgroups**

1. There may be specialist subgroups within the Association in order to better achieve the objects of the Association. A Specialist Subgroup is a group of children's nurses who share a specific common interest in children's nursing in order to better promote the objects of the Association.

- 1.1 Specialist Subgroups cannot exercise any of the duties of the charity trustees and must act in accordance with the Governance and Development Groups directions and the objects of the Association.

This version replaces all previous versions of the ABPN constitution

Date agreed

Date for review 2022

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