

Adopted 22nd October 2015

CONSTITUTION
- of -
The Commonwealth Pharmacists Association

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CONSTITUTION

adopted on the 22nd October 2015

DECLARATION

Each of the below mentioned individuals declares that he is a Trustee of the Commonwealth Pharmacists Association on and subject to the terms of the Constitution as set out below which have been signed by each of the Trustees.

The Trustees

JOHN RAYMOND ANDERSON

JOHN ARTHUR FARWELL

KALAWATTIE-DATT SINGH

IVAN KOTZE

ANDREW MCLACHLAN

ROGER WILLIAM ODD

LORRAINE MADGE OSMAN

BHOJRAJ SURESH

THOMAS WILLIAM TUCKER

ASHOK SONI

PART 1

1. ADOPTION OF THE CONSTITUTION

1.1 The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution (the 'Constitution').

1.2 The members of the Charity shall be represented by a council (the 'Council') comprising the President and one voting delegate nominated by each member association or body who is not in arrears with member subscriptions to represent that country on the Council. The Council shall be a consultative and electoral body to reflect the interests of its members.

1.3 The strategic direction, financial planning and overall accountability for the affairs of the Charity shall rest with an Executive Committee (the "Executive Committee") comprising the President (who shall be the Chairman) the two Vice-Presidents, the Immediate Past-President during his term of office and one representative from each of the six geographical regions; namely Americas, Central Asia, Europe, Eastern and Southern

Africa, Western Africa and Pacific. The countries to be included in the various regions shall be determined from time to time by the Executive Committee.

1.4 The members of the Executive Committee and an honorary secretary and honorary treasurer shall together be referred to as “the Trustees” in this Constitution.

1.5 In this Constitution the term ‘Commonwealth’ shall mean a voluntary association of independent and equal sovereign states who have subscribed to the principles and values outlined in the Charter of the Commonwealth or any superseding document that outlines its principles and values.

2. NAME

The association’s name is Commonwealth Pharmacists Association (and in this document it is called ‘the Charity’)

3. OBJECTS

The Charity's objects (the ‘Objects’) are

3.1 to advance health for the public benefit by collaborating with other health-related organisations and institutions within and outside the Commonwealth and providing administrative and financial support where possible;

3.2 to advance education for the public benefit (and particularly amongst pharmaceutical staff) by facilitating the dissemination of knowledge about the pharmaceutical sciences and the professional practice of pharmacy through meetings, literature distribution, electronic media and fellowship or exchange programmes;

3.3 to advance health for the public benefit through quality improvement of pharmacy practice, particularly in relation to the promotion of safe and effective systems of medicines management, the promotion of healthier lifestyles and supporting measures to reduce health inequalities.

Nothing in this Constitution shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act and section 2 of the Charities Act (Northern Ireland) 2008

4. APPLICATION OF INCOME AND PROPERTY

4.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.

4.1.1 A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity, subject to any restrictions set out in the Charity's expenses policy. The Trustees may from time to time make such rules and provisions for any prior approval for reimbursement of expenses as they see fit.

4.1.2 A Trustee may benefit from Trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

4.2 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Trustee from receiving:

4.2.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;

4.2.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

5. BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS

5.1 General Provisions

No Trustee or connected person may:

5.1.1 buy or receive any goods or services from the Charity on terms preferential to those applicable to members of the public;

5.1.2 sell goods, services or any interest in land to the Charity;

5.1.3 be employed by, or receive any remuneration from the Charity;

5.1.4 receive any other financial benefit from the Charity;

unless the payment is permitted by sub-clause 5.2 of this clause, or authorised by the court or the Charity Commission for England & Wales ("the Commission"). In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

5.2 Scope and powers permitting Trustees' or connected persons' benefits

- 5.2.1 A Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way.
- 5.2.2 A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- 5.2.3 Subject to sub-clause 5.3 of this clause a Trustee or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person.
- 5.2.4 A Trustee or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 5.2.5 A Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 5.2.6 A Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

5.3 Payment for the supply of goods only – controls

The Charity and its Trustees may only rely upon the authority provided by sub-clause 5.2.3 of this clause if each of the following conditions is satisfied:

- 5.3.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity and the Trustee or connected person supplying the goods ('the Supplier') under which the Supplier is to supply the goods in question to or on behalf of the Charity.
- 5.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 5.3.3 The other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or

connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.

5.3.4 The Supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.

5.3.5 The Supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.

5.3.6 The reason for their decision is recorded by the Trustees in the minute book.

5.3.7 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

5.4 In sub-clauses 5.2 and 5.3 of this clause:

5.4.1 'the Charity' includes any company in which the Charity:

- (i) holds more than 50% of the shares; or
- (ii) controls more than 50% of the voting rights attached to the shares; or
- (iii) has the right to appoint one or more Trustees to the board of the company.

5.4.2 'connected person' includes any person within the definition set out in clause 34 (Interpretation).

6. DISSOLUTION

6.1 If the members resolve to dissolve the Charity, the Trustees will remain in office as Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.

6.2 The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.

6.3 The Trustees must apply any remaining property or money:

- 6.3.1 directly for the Objects;
- 6.3.2 by transfer to any Charity or charities for purposes the same as or similar to the Charity;
- 6.3.3 in such other manner as the Commission may approve in writing in advance.

6.4 The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the

remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraphs 6.3.1 to 6.3.3 inclusive in sub-clause 6.3 above.

- 6.5** In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).
- 6.6** The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity's final accounts.

7. AMENDMENT OF CONSTITUTION

- 7.1** The Charity may amend any provision contained in Part 1 of this Constitution provided that:
 - 7.1.1 no amendment may be made that would have the effect of making the Charity cease to be a charity at law;
 - 7.1.2 no amendment may be made to alter the Objects if the change would undermine or work against the previous Objects of the Charity;
 - 7.1.3 no amendment may be made to clauses 4 or 5 without the prior written consent of the Commission;
 - 7.1.4 any resolution to amend a provision of Part 1 of this Constitution is passed by not less than two thirds of the Trustees.
- 7.2** Any provision contained in Part 2 of this Constitution may be amended, provided that any such amendment is made by not less than two thirds of the Trustees and not in such manner that would have the effect of making the charity cease to be a charity at law.
- 7.3** A copy of any resolution amending this Constitution shall be sent to the Commission within twenty one days of it being passed.

PART 2

8. MEMBERSHIP

- 8.1** Full membership shall be open to each Commonwealth country through one national pharmacy association recognised in that country as being representative of the profession of pharmacy. Where no such association exists, full membership shall be

open to a body which, in the opinion of the Trustees, represents the interests of the profession of pharmacy in the country concerned.

8.2 The Trustees may make provision for further classes of membership. These may include:

8.2.1 Personal membership to be extended to any pharmacist over the age of eighteen registered to practise in a Commonwealth country or dependent territory; personal members of the Charity who are also personal members of their national association may use the post-nominals MCPA.

8.2.2 Associate membership to be extended to a non-pharmacist or a pharmacist not registered to practise in a Commonwealth country or dependant territory, over the age of eighteen, who has made a significant contribution to the profession of pharmacy. Associate membership may also be extended to a national or regional association of pharmacists that by virtue of clause 8.1 could not be full members.

8.2.3 Student membership to be extended to any pharmacy student over the age of eighteen studying at a recognised school of pharmacy in a Commonwealth country or pharmacy graduate over the age of eighteen undertaking his/her internship in a Commonwealth country. The Charity currently uses the International Pharmaceutical Federation's official world list of pharmacy schools as its recognised list of schools.

8.2.4 Honorary membership to any person over the age of eighteen at the discretion of the Trustees who has made a significant contribution to the profession of pharmacy.

8.3 The Trustees may also make provision for supporters of the Association ("Affiliate Members"). Affiliate Members may be:

8.3.1 Organisations acceptable to the Council and which are within a member country; or

8.3.2 corporations or firms engaged in the manufacture and/or distribution of pharmaceuticals, or related products or services.

- 8.4** The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- 8.5** The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- 8.6** The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- 8.7** Membership is not transferable to anyone else.
- 8.8** The Trustees must keep a register of names and addresses of the members which must be made available to any member upon request.
- 8.9** The Trustees may set and charge annual subscription rates as they see fit, taking account of the varying economic conditions across the Commonwealth.
- 8.10** In this Constitution, unless specific reference is made to a particular class of membership, the term 'membership' shall include full membership, as defined in clause 8.1 above, further classes of membership as defined in clause 8.2 above and Affiliate Members as defined in clause 8.3 above.

9. TERMINATION OF MEMBERSHIP

- 9.1** Membership is terminated if:
- 9.1.1 the member dies or, if it is an organisation, ceases to exist;
 - 9.1.2 the member resigns by giving three months written notice of intention to leave to the Charity unless, after the resignation, there would be less than two members;
 - 9.1.3 any sum due (other than annual subscriptions) from the member to the Charity is not paid in full within six months of it falling due;
 - 9.1.4 any full member is two or more years in arrears with annual subscriptions
 - 9.1.5 the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;

- (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

10. GENERAL MEETINGS

- 10.1** A general meeting at which the business set out in clause 18 shall be conducted shall be held at intervals determined by the Trustees. The general meeting shall coincide with a professional conference on pharmacy and health matters (the "Conference"). Both the general meeting and the Conference shall generally take place every two years.
- 10.2** All other general meetings shall be called special general meetings.
- 10.3** The Trustees may call a special general meeting at any time.
- 10.4** The Trustees must call a special general meeting if requested to do so in writing by at least ten full members or one quarter of the full membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the full members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.
- 10.5** In this Constitution the expression 'meeting' includes, except where inconsistent with any legal obligation:
 - 10.5.1 a physical meeting;
 - 10.5.2 a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
 - 10.5.3 telephone conferencing.

11. NOTICE

- 11.1** The minimum period of notice required to hold any general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given.
- 11.2** A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- 11.3** The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 11.4** The notice must be given to all the members and to the Trustees.

12. QUORUM

- 12.1** No business shall be transacted at any general meeting unless a quorum is present.
- 12.2** A quorum is ten full members entitled to vote upon the business to be conducted at the meeting
- 12.3** The authorised representative of a full member organisation shall be counted in the quorum provided the member organisation is not in arrears with subscriptions.
- 12.4** If:
 - 12.4.1** a quorum is not present within half an hour from the time appointed for the meeting; or
 - 12.4.2** during a meeting a quorum ceases to be present,the meeting shall be adjourned to such time and place as the Trustees shall determine.
- 12.5** The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- 12.6** If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

13. CHAIR

13.1 General meetings shall be chaired by the person who has been elected as Chair. Current convention is that the President is Chairman.

13.2 If the Chairman is not present within fifteen minutes of the time appointed for the meeting one of the Vice Presidents or the Immediate Past-President shall chair the meeting.

13.3 If none of the individuals at clause 13.2 above are present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

14. ADJOURNMENTS

14.1 The members present at a meeting may resolve that the meeting shall be adjourned.

14.2 The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.

14.3 No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

14.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

15. VOTES

15.1 Each full member who is not in arrears with membership subscriptions shall be entitled to vote.

15.2 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

16. REPRESENTATIVES OF OTHER BODIES

16.1 Any organisation that is a full member of the Charity may nominate any person to act as its representative at any meeting of the Charity.

16.2 The organisation must give written notice to the Charity of the name of its representative certifying that the representative is a bona fide individual of good standing. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue

to represent the organisation until written notice to the contrary is received by the Charity.

- 16.3** Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

17. OFFICERS AND TRUSTEES

- 17.1** The Charity shall have the following officers who shall also be Trustees:

17.1.1 An honorary secretary; and

17.1.2 An honorary treasurer

- 17.2** The officers shall be appointed by the Trustees. The term of office shall be for such time as the Trustees decide and shall be reviewed approximately every two years at each general meeting. The officers shall be eligible for re-election. A Trustee who stands for election as an officer will be unable to vote at the meeting at which the officer is proposed to be elected.

- 17.3** The duties of the officers shall include:

17.3.1 dissemination of information of mutual interest to member organisations;

17.3.2 the conduct of financial transactions and other duties as may from time to time be prescribed by the Council;

17.3.3 the preparation in consultation with the President and Vice-Presidents, of the agenda for meetings of the Trustees and Council respectively and to prepare reports and minutes thereof;

17.3.4 assistance to the host member with the organisation of the Conference;

17.3.5 working in close collaboration with other health related organisations.

- 17.4** A Trustee must be a full member of the Charity or the nominated representative of an organisation that is a full member of the Charity.
- 17.5** No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of clause 20.
- 17.6** No individual shall be put forward for appointment as a Trustee unless he or she has a certificate signed by the individual's national association certifying that he or she is a bona fide individual of good standing. The certificate must be signed by the individual's national association once every two years.
- 17.7** The number of Trustees shall be not less than ten but (unless otherwise determined by a resolution of the Charity in general meeting) shall not be subject to any maximum.
- 17.8** A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

18. APPOINTMENT OF TRUSTEES

- 18.1** At each general meeting which occurs alongside the Conference the Council shall:
- 18.1.1 elect from amongst its members a President who will preside over the business of the Charity until the conclusion of the next general meeting. The President shall hold office for no more than three consecutive inter-conference periods. A member who is appointed to fill a casual vacancy in the office of President, shall be eligible for election to that office for two inter-conference terms additional to the remainder of the original term;
- 18.1.2 elect two Vice-Presidents from the regional representatives serving on the Executive Committee. The Vice-Presidents will assist the President and deputise for him when necessary, until the conclusion of the next general meeting;
- 18.1.3 Council members representing member associations which are in arrears with annual subscriptions shall not be eligible to stand for election as President, Vice-President or a regional representative on the Executive Committee or to vote at any election of the Charity.

- 18.2** Each regional representative of the Trustees shall be nominated by and from the Council of the time within each respective region and shall be elected by them.
- 18.3** The Trustees shall hold office until the conclusion of the next Conference, except on petition of not less than two thirds of the Council members of the region.
- 18.4** Any vacancy which may occur in the offices of President and Vice-President shall be filled by a person appointed by the Council to serve until the next general meeting.
- 18.5** Any vacancy which may occur in the remainder of the Trustees shall be filled by a person from the region concerned, nominated by the Council members from that region, and elected by the Council to serve until the next general meeting.
- 18.6** A member association may change its appointed Trustee at any time and should formally notify this change to the honorary secretary.
- 18.7** The Trustees shall have the power to appoint two additional Trustees to act as a Trustee until the next general meeting,
- 18.8** No-one may be elected a Trustee or an officer at any general meeting unless prior to the general meeting, the Charity is given a notice that:
- 18.8.1 is signed by a member entitled to vote at the meeting;
 - 18.8.2 states the member's intention to propose the appointment of a person as a Trustee or as an officer;
 - 18.8.3 is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 18.9** The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this Constitution as the maximum number of Trustees.
- 18.10** The Trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

19. POWERS OF TRUSTEES

- 19.1** The Trustees must manage the business of the Charity and have the following powers in order to further the Objects (but not for any other purpose):
- 19.1.1 to raise funds. In doing so, the Trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - 19.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- 19.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
 - 19.1.4 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
 - 19.1.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 19.1.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - 19.1.7 to acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;
 - 19.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 19.1.9 to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
 - 19.1.10 to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;
 - 19.1.11 to do all such other lawful things as are necessary for the achievement of the Objects.
- 19.2** No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 19.3** Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- 20. DISQUALIFICATION AND REMOVAL OF TRUSTEES**
- A Trustee shall cease to hold office if he or she:
- 20.1 is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - 20.2 ceases to be a member of the Charity;

- 20.3 in the written opinion, given to the Charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
- 20.4 resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- 20.5 is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

21. PROCEEDINGS OF TRUSTEES

- 21.1** The Trustees may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
- 21.2** Any Trustee may call a meeting of the Trustees.
- 21.3** The honorary secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- 21.4** A Trustee may exercise his or her vote in person or by proxy. The honorary Secretary must be notified in writing, prior to the meeting concerned, of the existence of a proxy. A proxy can be given to the President or any other Trustee entitled to vote.
- 21.5** Questions arising at a meeting must be decided by a simple majority of votes.
- 21.6** In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 21.7** No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- 21.8** The quorum shall be the President and four Trustees or such larger number as may be decided from time to time by the Trustees.
- 21.9** A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- 21.10** If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 21.11** The person elected as the Chair shall chair meetings of the Trustees.
- 21.12** If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- 21.13** The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Trustees.
- 21.14** A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- 21.15** The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

22. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTIES

22.1 A Trustee must:

22.1.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not been previously declared; and

22.1.2 absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

22.2 Any Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

23. SAVING PROVISIONS

23.1 Subject to sub-clause 23.2 of this clause, all decisions of the Trustees, or of a committee of the Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

23.1.1 who is disqualified from holding office;

23.1.2 who had previously retired or who had been obliged by this Constitution to vacate office;

23.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

23.2 Sub-clause 23.1 of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if, but for sub-clause 23.1, the resolution would have been void, or if the Trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

24. DELEGATION

- 24.1** The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.
- 24.2** The Trustees may impose conditions when delegating, including the conditions that:
- 24.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - 24.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- 24.3** The Trustees may revoke or alter a delegation.
- 24.4** All acts and proceedings of any committees must be fully and promptly reported to the Trustees.
- 24.5** The Trustees or the Council shall have power to set up working parties to study specified subjects and report to the Trustees or the Council as the case may be.
- 24.6** It shall be an obligation on each member association or body, as the case may be, to appoint one person who may be a Trustee to be the medium of communication with the central secretariat and the person to whom pharmacists in the Commonwealth can look for advice and help when visiting that country.

25. IRREGULARITIES IN PROCEEDINGS

- 25.1** Subject to sub-clause 25.2 of this clause, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- 25.1.1 who was disqualified from holding office;
 - 25.1.2 who had previously retired or who had been obliged by the Constitution to vacate office;
 - 25.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
 - 25.1.4 if, without:
 - (a) the vote of that Trustee; and
 - (b) that Trustee being counted in the quorum,the decision has been made by a majority of the Trustees at a quorate meeting.

25.2 Sub-clause 25.1 of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.

25.3 No resolution or act of

25.3.1 the Trustees

25.3.2 any committee of the Trustees

25.3.3 the Charity in general meeting

shall be invalidated by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Charity.

26. MINUTES

The Trustees must keep minutes of all:

26.1 appointments of officers and Trustees made by the Trustees;

26.2 proceedings at meetings of the Charity;

26.3 meetings of the Trustees and committees of Trustees including:

26.3.1 the names of the Trustees present at the meeting;

26.3.2 the decisions made at the meetings; and

26.3.3 where appropriate the reasons for the decisions.

27. ACCOUNTS, ANNUAL REPORT, ANNUAL RETURN

27.1 The Trustees must comply with their obligations under the Charities Act 2011 with regard to:

27.1.1 the keeping of accounting records for the Charity;

27.1.2 the preparation of annual statements of account for the Charity;

27.1.3 the transmission of the statements of account to the Commission;

27.1.4 the preparation of an Annual Report and its transmission to the Commission;

27.1.5 the preparation of an Annual Return and its transmission to the Commission.

27.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a statement prepared by another body.

28. REGISTERED PARTICULARS

The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

29. PROPERTY

29.1 The Trustees must ensure the title to:

29.1.1 all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and

29.1.2 all investments held by or on behalf of the Charity, is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees.

29.2 The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Charity.

29.3 The Trustees may remove the holding Trustees at any time.

29.4 The Trustees shall procure that the assets and investments of the Charity are held and managed in England and Wales and that the Charity operates a bank account in England Wales with a bank incorporated in England Wales

30. REPAIR AND INSURANCE

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

31. NOTICES

31.1 Any notice required by this Constitution to be given to or by any person must be:

31.1.1 in writing; or

31.1.2 given using electronic communications.

31.2 The Charity may give any notice to a member either:

31.2.1 personally; or

- 31.2.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - 31.2.3 by leaving it at the address of the member; or
 - 31.2.4 by giving it using electronic communications to the member's address.
- 31.3** A member who does not register an address (whether it be an email or postal address) with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 31.4** A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 31.5** Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 31.6** Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- 31.7** A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

32. RULES

- 32.1** The Trustees may from time to time make rules or bye-laws for the conduct of their business.
- 32.2** The Charity's working language shall be English unless the Trustees decide otherwise from time to time.
- 32.3** The Conference shall be held at intervals determined by the Trustees, generally being every two years in a country determined by the Trustees having considered proposals from member organisations.
- 32.3.1 The programme for the Conference shall be arranged by the local organising committee of the host member organisation (the "Local Committee") who has successfully bid to hold the Conference. The Local Committee shall work in collaboration with the Trustees but shall have ultimate responsibility for organising and managing the Conference in accordance with the agreement or contract in place between the host member organisation and the Charity.
 - 32.3.2 Each Conference shall be financially self-supporting.
 - 32.3.3 The Local Committee may specify that any Conference must be managed and administered by a company that will enter into all legal and contractual

arrangements for the same as principal and not as agent or nominee for the Charity.

32.4 The Trustees and the Council shall meet once during each Conference and at other times required by the Trustees.

32.5 Between Conferences, the business of the Trustees and the Council shall be transacted as far as practicable by correspondence or electronic communication.

32.6 The bye-laws may regulate the following matters but are not restricted to them:

32.6.1 the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

32.6.2 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

32.6.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

32.6.4 the procedure at general meeting and meetings of the Trustees in so far as such procedure is not regulated by this Constitution;

32.6.5 the keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and requires a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

32.6.6 generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

32.7 The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.

32.8 The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.

32.9 The rules or bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

33. DISPUTES

33.1 If a dispute arises between members of the Charity about the validity or propriety of anything done by the members under this Constitution, and the dispute cannot be

resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

33.2 This Constitution shall be governed by the law of England & Wales and the courts of England & Wales shall have exclusive jurisdiction

34. INTERPRETATION

In this Constitution 'connected person' means:

34.1 a child, parent, grandchild, grandparent, brother or sister of the Trustee;

34.2 the spouse or civil partner of the Trustee or of any person falling within sub-clause 34.1 above;

34.3 a person carrying on business in partnership with the Trustee or with any person falling within sub-clause 34.1 or 34.2 above;

34.4 an institution which is controlled –

34.4.1 by the Trustee or any connected person falling within sub-clause 34.1, 34.2, or 34.3 above; or

34.4.2 by two or more persons falling within sub-clause 34.4.1, when taken together

34.5 a body corporate in which –

34.5.1 the Trustee or any connected person falling within sub-clauses 34.1 to 34.3 has a substantial interest; or

34.5.2 two or more persons falling within sub-clause 34.5.1 who, when taken together, have a substantial interest.

34.6 Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause