

CONSTITUTION:

Adopted at Board meeting held on 9th March 2011

1. **NAME:**

The Name of the Organisation shall be:

'EuropaColon'

Hereinafter referred to as ("the Organisation")

2. **REGISTERED OFFICE:**

The registered office of the Company is to be in England and Wales

3. **ADMINISTRATION:**

The affairs of the Organisation shall be administered and managed in accordance with this Constitution by the Board of Directors (hereinafter referred to as 'the Board')

4. **OBJECTS:**

The objects of the Organisation are:-

- 4.1 To make the detection, treatment and prevention of colorectal cancer a priority in Europe, both amongst its citizens and amongst politicians and professionals
- 4.2 To increase awareness of colorectal cancer including symptoms, treatment prevention and risks
- 4.3 To campaign for screening and equitable access to best treatment and care
- 4.4 To work in partnership with healthcare professionals and others to provide colorectal cancer education and training for the clinical community and broader communities
- 4.5 To help create patient advocacy groups that can act at all levels
- 4.6 To assist in the elimination of colorectal cancer as a fatal disease by increasing public awareness with a view to increasing early detection, prevention and treatment
- 4.7 To promote research into the detection, prevention and treatment of colorectal cancer
- 4.8 To disseminate research findings amongst health care professionals and amongst professions allied to health and in particular with recommendations for the detection, prevention and treatment of colorectal cancer
- 4.9 To provide authoritative information services for people diagnosed with colorectal cancer and their families, friends and other interested persons by providing reliable and up to date information on all treatment and therapies relating to colorectal cancer
- 4.10 To contribute to and improve public education and awareness of colorectal cancer
- 4.11 To carry on operations as a not-for-profit company

5. LIMITED LIABILITY

The liability of members is limited.

6. GUARANTEE

Every member promises, if the Company is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Company while the contributor was a member

7. BOARD OF DIRECTORS:

- 7.1 Individuals directly nominated by the Organisation and elected at the Annual General Meeting (AGM) shall manage the Organisation.
- 7.2 The Board shall be comprised of a minimum of 3 elected members.

The Board shall have the following POWERS:

- 7.3 To produce goods and services;
- 7.4 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Organisation may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections which the which the Organisation may think necessary for the promotion of its objects
- 7.5 To publish books, pamphlets, reports, leaflets, journals, films and instructional matter;
- 7.6 To purchase or otherwise acquire or found and to carry on schools and training courses, and to run lectures, seminars, workshops, conferences, and courses;
- 7.7 To make appeals for money and to solicit subscriptions to the funds of the Organisation and to accept any gifts of real or personal property including those subject to any trust and/or conditions compatible with the objects of the Organisation and to undertake to carry out any such trust and/or conditions compatible with the objects of the Organisation;
- 7.8 To borrow or raise money for the Organisation on such terms and on such security as may be thought fit;
- 7.9 To engage or employ such personnel (whether as employees, consultants, advisers or however) as may be necessary to the promotion of the objects of the Organisation;
- 7.10 To establish and support or aid in the establishment and support of any company, society, co-operative, firm or other organisation the promotion of which shall in any way be calculated to advance directly or indirectly the objects or interests of the Organisation;
- 7.11 To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm, or company carrying on any business which the Organisation is authorised to carry on;
- 7.12 To invest the monies of the Organisation not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law;

- 7.13 To enter into any partnership or joint-purse or profit-sharing arrangement with any organisation, company, firm or person carrying on or proposing to carry on any activities within the objects of the Organisation, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of any such Organisation;
- 7.14 To obtain all necessary permits, licences or trade marks required for the purpose of enabling the Organisation to carry out its objects upon such terms and conditions as it may think fit;
- 7.15 To open and operate bank accounts and other facilities for banking;
- 7.16 To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant easements, licences and other rights in or over, and in manner deal with or dispose of the undertaking and any or all of the property and assets for the time being of the Organisation for such consideration as the Organisation may think fit.
- 7.17 To establish, maintain or join and subscribe to any retirement benefit scheme for the benefit of any persons who are or were at any time employees of the Organisation or their dependants;
- 7.18 To make payments for social or charitable purposes connected or compatible with the objects of the Organisation.
- 7.19 To do all such other lawful things as may be necessary for the attainment of the above objects or any of them.

8. BOARD MEETINGS:

- 8.1 The Board shall meet at least 4 times a year;
- 8.2 The Chair/Company Secretary shall be responsible for the preparation and distribution of agendas and notices of the meetings;
- 8.3 Notices of the meetings stating the time, date and venue shall be circulated at least 5 days before the date of the meeting.
- 8.4 The Board shall keep minutes (In files kept for the purpose) of the proceedings at meetings of the Board and any subcommittee. The Company Secretary shall be responsible for keeping a proper record of the Board meetings.

Quorum:

- 8.5 At any meeting a majority of the Board must be present for the Board to take any decision, which is the competence of the Board. However, Board members will not be allowed to vote a decision if they have not attended or sent apologies to at least one of the last four ordinary Board meetings.
- 8.6 Every matter shall be determined by a majority of votes of the members of the Board present and voting on the question but in case of equality of votes the Chairperson of the meeting shall have a second or casting vote.
- 8.7 Staff employed by the Organisation may attend and address Board meetings but shall not be entitled to vote;
- 8.8 Board meetings shall be conducted in accordance with rules drawn up and revised as necessary by the Board.

9. ANNUAL GENERAL MEETINGS:

- 9.1 The Board shall arrange an AGM for the purpose of:
- (a) Reporting to the Organisations' members about the activities of the Board over the year.
 - (b) Receipt and approval by membership of the Organisations accounts.
- 9.2 The AGM shall be held at the interval of not more than 15 months from the date of the last meeting.
- 9.3 Notice of the AGM shall be sent to all members 21 days before the date of the meeting. This shall be the responsibility of the Secretary or in her absence, that of the Chair.
- 9.4 The Chair of the Board shall act as Chair at any AGM. In their absence, members present may elect any of the Board members present to chair the meeting. ?
- 9.5 Any motion to be adopted shall require agreement by a majority of the members present with the right to vote.
- 9.6 At the AGM, each member of the Organisation shall be entitled to one vote.

10. SPECIAL GENERAL MEETINGS

- 10.1 The Board may call a Special General Meeting of the Organisation at any time. If at least a third of the members request such a meeting in writing stating the business to be considered the Company Secretary shall call such a meeting. At least 21 days notice must be given and the notice must state the business to be discussed.

11. ACCOUNTS / FINANCE:

- 11.1 All monies raised by or on behalf of the Organisation shall be applied to furthering the objects of the Organisation and to no other purpose.
- 11.2 The Finance Director shall be responsible for keeping proper books and records of accounts, opening a Bank Account in the name of the Organisation and preparing accounts for the AGMs.
- 11.3 The Accounts shall be examined once a year by a person/ agency appointed by the Board.
- 11.4 The funds of the organisation, including all donations, contributions and bequests, shall be paid into an account operated by the Board in the name of the Organisation at such bank, as the Board shall from time to time decide.

11.5 **Application of Profits:**

The income and property of the Organisation, however obtained, shall be applied solely towards the promotion of the objects of the Organisation as set out herein and no portion shall be paid or transferred directly or indirectly to any members of the Organisation, provided that nothing shall prevent any payment in good faith by the Organisation:

- 11.5.1 of reasonable and proper remuneration to any member, officer (including Directors) or servant of the Organisation in return for any service actually rendered to the Organisation;
- 11.5.2 of interest on money lent by any member of the Organisation at a rate per annum not exceeding 4 per cent above the base lending rate of The Co-operative Bank plc for the time being;
- 11.5.3 of reasonable and proper rent for premises demised or let by any member of the Organisation;
- 11.5.4 as repayment of reasonable out-of-pocket expenses incurred by any member whilst acting on behalf of the Organisation

12. ALTERATIONS TO THE RULES:

- 12.1 Any alterations to this Constitution shall require the approval of a half-plus-one majority of the voting members present at a Special General Meeting.
- 12.2 The Company Secretary must receive any resolution for the alteration of the Constitution in writing not less than 28 days before the General Meeting.

13. WINDING UP AND DISSOLUTION:

13.1 If the Board decides at any time by a simple majority, that on grounds of financial difficulties or otherwise, it is necessary or advisable to dissolve the Organisation, the Board shall call a Special General Meeting of all members, giving them at least 21 days notice and stating the terms of the resolution to be proposed at the meeting. If the proposed resolution is confirmed by a simple majority of members present and voting at the meeting, the Board shall have the power to dispose of any assets held by or in the name of the Organisation in the following ways:

- 13.1.1 by transfer to one or more other bodies established with objects or purposes the same as or similar to the Objects
- 13.1.2 directly for the Objects

***THIS CONSTITUTION WAS ADOPTED AS THE CONSTITUTION OF
'EuropaColon'
at the Board meeting held
at Salisbury on 9th March 2011***

Name: **JOLA GORE- BOOTH**

Signature:



Position: **EuropaColon CEO / FOUNDER**

*This document directly amends and replicates the Articles and Memorandum of Association as voted in by europacolon Board members on 13 – 07- 05 –
All available on request*