

CONSTITUTION

Revised November 2016
Approved by Charity Commission
23rd April 2017

Amended by Charity Commission
8th November 2018 Ref No 3985

Approved by OSCR Scotland
23rd November 2018 No SCO48863

1. **TITLE.** The INSPIRE Foundation is the preferred short form for the Integrated Spinal Rehabilitation Foundation. It was filed as such with the Charities Commission 1991. The said organisation shall hereinafter be referred to as INSPIRE or the Foundation.
2. **OBJECTIVE.** The object of INSPIRE is to:

'To promote research into the development of practical systems for people with damage to the spinal cord by the use of the latest advances in electronic, mechanical, and medical technology'
3. **POWERS.** In furtherance of this objective but not otherwise, INSPIRE shall have the following powers:
 - 3.1 **Fundraising.** To raise funds and to invite and receive contributions from any person or persons or organisation by any legally permissible means, provided that the Foundation shall not undertake any permanent trading activities.
 - 3.2 **Investments.** To invest any money not designated by INSPIRE'S Board of Trustees for research and development purposes in accordance with our objective (Paragraph 2) in such investments authorised by law as being suitable trustee investments.
 - 3.3 **Employment of Staff.** To employ staff as necessary to further the objective, work and fund raising activities of the Foundation upon such terms, conditions and remuneration as agreed by the Board of Trustees.
 - 3.4 **Activities.** To do all other lawful things as shall further the objective of the Foundation.
4. **SUBSCRIPTIONS.** With effect from this draft, formal subscriptions are being suspended. Instead signed up ordinary Members are invited to make voluntary donations of any amount (ideally and where possible Gift Aided) in order to further INSPIRE's objective. Ordinary members are able to attend and vote at all General and Extraordinary General meetings.
5. **GENERAL MEETINGS**
 - 5.1 **Annual General Meeting.** An Annual General Meeting (AGM) of INSPIRE shall be held within fifteen months of the previous AGM; at least fourteen clear days notice shall be given in writing or by email by the Director to each member. At such AGMs the business shall include the appointment of external auditors, the consideration of annual reports of the work overseen

by the Treasurer, Scientific Advisor and Director and the transactions of such other matters as may from time to time be necessary.

- 5.2 **Extraordinary General Meeting.** An Extraordinary General Meeting (EGM) may be convened by the Chairman of the Board of Trustees; in this case, the Director will notify members giving no less than fourteen days' notice. EGMs may also be convened by the Charity should a quorum of not less than twenty percent of members deem it necessary; the Director will thereupon give fourteen days' notice to the membership stating the extraordinary business to be considered.
- 5.3 **Mandated Attendance.** In order for an AGM or EGM to be correctly convened, a minimum of at least four Trustees, one member of the National Scientific Committee and five ordinary members must be in attendance at the meeting.
- 5.4 **Voting.** At the AGM or at an EGM every authorised and ordinary member shall have one vote; the Chairman of the Board of Trustees or a nominated Trustee will chair the meeting and, in the case of equality of votes, he/she shall have a second or casting vote.

6. FINANCIAL MATTERS

6.1 **Funds.** All sums collected on behalf of the Foundation shall be accounted for by a member of staff and the Director; such funds will be paid into one of the Foundation's bank accounts in the name of 'The INSPIRE Foundation'. The Treasurer will be kept informed of such transactions by the Director; appropriate records of all receipts and payments will be kept. At the end of each financial year, accounts covering all financial transactions for the year are to be externally audited.

6.2 **Payment of Cheques.** Cheques drawn on the Foundation's bank accounts shall be signed by the Treasurer and countersigned by the Director, their names having been registered with INSPIRE's bankers. All payments for research and development purposes in accordance with INSPIRE's objective (paragraph 2) will be agreed in advance by the Board of Trustees. Cheques of any amount greater than £10,000 must be agreed in advance by the Board of Trustees.

6.3 **Electronic Banking.** The Director is authorised to make electronic payments (in lieu of cheques) also to a limit of £10,000 conditional on payment vouchers being countersigned by the Treasurer within one calendar month of any such payment. Payment vouchers will be presented for audit along with documentary proof of each payment.

6.4 **Monetary Receipts.** Cash donations received by the Foundation will be opened and counted by two members of staff, usually the Office Manager and Director. A record of monies received must be entered and signed for by those present in the computerised 'account book'. Where the identity of the donor is known, a letter acknowledging receipt should be sent within seven working days of receipt.

7. BOARD OF TRUSTEES.

7.1 **Function.** The function of the Board of Trustees is:

7.1.1 **Investments.** To invest in the name of the Foundation any monies not required for the immediate purposes of the Foundation in securities in which trust money may, by law, be invested, with the power from time to time to vary such investments and

7.1.2 **Research & Development.** To elect the funding of such projects for research and development projects as recommended by the National Scientific Committee.

7.2 **Chairman of the Board of Trustees.** The Board of Trustees shall elect a Chairman from among its members. The duration of this appointment is open ended and will terminate when mutually convenient to the current incumbent and other Trustees.

7.3 **Meetings.** The Board of Trustees will meet formally twice in any year; meetings will be chaired by the Chairman of the Board of Trustees. Should he/she be unavailable for any reason, a stand in chairman will be agreed by those Trustees present and minuted accordingly. Meetings will be convened by the Director on behalf of the Chairman giving members not less than twenty one days' notice. A formal agenda will be posted and trustees may add any issues they wish to raise. Minutes of each meeting will be produced by the Director and circulated to all trustees after each meeting.

7.4 **Trustees' Voting.** The business of the Board of Trustees shall be decided by a majority of votes and in the event of a tie the Chairman shall have a second or casting vote. A quorum of the Board of Trustees shall consist of five members of the Board to include the Chairman.

8. **THE NATIONAL SCIENTIFIC COMMITTEE.** The National Scientific Committee shall investigate and recommend to the Board of Trustees any research project it believes suitable to further INSPIRE's Objective (paragraph 2). The National Scientific Committee will conform to its own working practices in accordance with parameters laid down by the Association of Medical Research Charities (AMRC).

9. **DIRECTOR.** The Director will be selected by a bespoke interview panel consisting of Trustees, Scientists, Members and Patrons and chaired by the Chairman of the Board of Trustees.

9.1 The Director will work to terms and conditions as stated in a detailed Job Specification reviewed by the Board of Trustees prior to a new Director being interviewed.

9.2 The Director shall be responsible for the day to day running of the Foundation, the raising of funds to enable INSPIRE to finance the research programme and to maintain its Reserves Policy.

9.3 The Director will act as Secretary to the Board of Trustees and Secretary to the National Scientific Committee.

10. **CONFLICT OF INTERESTS.** The INSPIRE Foundation enforces a strict protocol should any conflict of interests arise. Inevitably in the relatively specialised and small area of Spinal Cord Injury, it may be that an INSPIRE Trustee or Scientist has an interest in his or her place of work. As examples the interest may involve:

- Geographical – where a future project could be researched
- Scientific – the detailed nature of the project
- Financial – how the project could be costed and budgeted

Any such interest must be declared by the member. He/she will be permitted to brief the relevant meeting on the specific focus, to give background information and of course take questions prior to the meeting's discussion during which that member will then be invited to leave the room. Under no circumstances will the member be permitted to take part in or know the detailed results of any voting which follows.

11. **DISPUTES.** Any dispute between the Foundation and any member or employee shall be referred to a properly convened meeting of the Board of Trustees for arbitration and their decision shall be binding on all parties.
12. **PROPERTY.** Any property purchased by INSPIRE shall be vested in the Trustees. The Trustees shall, with such consent as is legally required deal with the property by way of sale, mortgage, charge, lease, or otherwise. Such action shall be decided upon after consideration of advice sought and given by a resolution passed by the Board of Trustees. A certificate signed by the Director shall, in favour of any subsequent purchaser, mortgagee, chargee, or grantee be conclusive evidence that such a direction was duly given.
13. **PATRONS.** The Board of Trustees on the recommendation of the Director shall approve the appointment of Patrons to the Foundation. The title of Patron is given to certain publicly recognised individuals. The role of a Patron is to act as a roving ambassador, to create awareness of the Foundation in any manner that the Patron sees as fit and proper. Such appointments shall be notified to INSPIRE's membership at the next AGM.
14. **DISSOLUTION.** The Foundation may be dissolved by a resolution passed by a two-thirds majority of those authorised to vote at an EGM convened for the purpose. Such resolution may give instruction for the disposal of any assets held by or in the name of the Foundation, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among members of the Foundation but shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Foundation and if, and in so far as, effect cannot be given to this provision, then for some other suitable charitable purpose. 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 2005.
15. **AMENDMENTS TO THIS CONSTITUTION.** Any alteration to these Rules shall require the agreement of the Board of Trustees and will be made known at the next AGM or EGM. Any application to amend this constitution must be received by the Director at least twenty one days before any such meeting. The Director must subsequently give written details of such alterations to the membership provided that no alteration is made to the Objective clause (paragraph 2) or Dissolution clause (paragraph 12). Any change to the aforesaid clauses will not be effected unless and until the approval in writing of the Charities Commission or other authority having charitable jurisdiction has been obtained. No alteration shall be made which would have the effect of causing the Foundation to cease to be a charity in law.