KEEP OUR NHS PUBLIC CONSTITUTION FINAL[1] September 2016

1. Name and Description

The name of the organisation is 'Keep Our NHS Public' (hereafter 'KONP).

KONP is a non-party-political organisation.

2. Objects

The principal object of KONP is to stop the privatisation and commercialisation of our NHS and campaign for the re-instatement of a comprehensive, universal, publicly funded, publicly owned, publicly provided and publicly accountable, national health service which is free at the point of use and has the resources needed to provide excellent health care for all on a long term, sustainable basis. This will involve campaigning to resist cuts and closures within the NHS. KONP will respond to the proposed integration of Health and Social Care services in ways which are consistent with its commitment to an entirely public National Health Service.

In pursuance of its objects, KONP will seek to build a wide coalition of individual members, local groups and affiliated organisations.

3. Powers

KONP will have powers to

3.1 raise money to pursue its objects

3.2 receive contributions through individual membership fees, KONP and affiliated group fees and donations

3.3 employ staff and recruit volunteers

3.4 buy or rent premises or equipment

3.5 act separately and in partnership with different organisations in pursuit of its objects.

4. Membership

4.1 Individual membership shall be open to people living in the UK upon payment of an annual membership fee.

[1] This KONP constitution is version 10 adopted with amendments at KONP SG October 2015; with subsequent amendments at KONP SGs of April & September 2016

4.2 KONP may refuse membership or terminate an individual's membership should it consider that their membership or continued membership will compromise the integrity of the organisation.

4.3 A refusal or termination must be carried out in accordance with the grievance procedures specified in Appendix 1A of this document.

4.4 If an individual fails to pay their membership fee by the set date that individual will cease to be a member.

5. Local Groups

5.1 KONP will encourage and support the formation of local KONP groups. These will pursue the objects of KONP locally and seek to network with each other to maximise impact.

5.2 Local groups must gain KONP approval before using the KONP logo or associating their activities with KONP but KONP will accept no liability for commitments entered into by such local groups.

5.3 A local group may register as a local KONP group once three of its members have become individual members of KONP and upon payment of the local group annual registration fee.

5.4 KONP reserves the right to dissociate itself from any local KONP group which it considers is compromising the integrity of the organisation. The dissociation must be done in accordance with the procedures set out in Appendix 1A of this document.

5.5 **Local KONP Groups' responsibilities to local KONP members** [2]

5.5.1 KONP will ensure that local groups are informed of all KONP members in their area.

[2] Clause 5.5 (5.5.1-5.5.3) was adopted at KONP SG of 10th September 2016

5.5.2 Members of KONP should be invited to give permission for their contact details to be sent to the local KONP group organisers (where one exists). Local KONP groups should include all KONP members, who have agreed for their contact details to be shared, in their notices and emails about their meetings and activities.

5.5.3 In addition, local KONP groups should post notices about their meetings and activities on the KONP website.

6. Affiliations

6.1 To build the coalition, affiliation will be encouraged from any national organisation which shares the aims of KONP excluding political parties and from any local organisation which shares the aims of KONP including local branches of political parties. Branches of political parties can be supporting affiliates only (see 6.2 and 6.4)[3]

6.2 Organisations which both share the objects of KONP and have campaigning for them as their prime activity can become **Full Affiliates** on payment of their affiliation fee or provision in kind.

6.3 KONP reserves the right to dissociate itself from a fully affiliated group if it considers that the group's continued affiliation would compromise the integrity of KONP. The dissociation must be done according to the procedures set out in Appendix 1A of this document.

6.4 Organisations which share KONP's objects but do not have campaigning for them as their prime activity may become **Supporting Affiliates** of KONP on payment of their affiliation fee or agreed provision in kind. KONP reserves the right to dissociate itself from a Supporting Affiliate if their continued affiliation risks compromising the integrity of KONP.

[3] amendments agreed October 2015 and April 2016 SGs

6.5 An organisation's affiliation shall end if it fails to pay its annual affiliation or provide the support agreed.

7. Governance: The Steering Group

7.1 KONP's primary governing body will be known as **the Steering Group**. It will be made up of representatives from local groups, full affiliates and other affiliated groups.

7.2 The purpose of the Steering Group is to set the policy and direction of KONP.

7.3 Every local KONP group and full affiliate will be entitled to nominate **one** of its members to be its representative on the Steering Group. If the nominated representative cannot attend for any reason, the group may send a substitute. Whoever attends SG meetings on behalf of a local group will have full speaking and voting rights.

7.4 Supporting Affiliates will have the right to send a representative to the Steering Group. This representative will not have voting rights but may participate in discussion at the discretion of the chair.

7.5 The Steering Group may co-opt up to six individual members. Co-option will normally be for a maximum of one year and will end at the AGM although it may be renewed at the discretion of the Steering Group by majority vote.

7.6 All Steering Group members must be individual members of KONP.

7.7 The Steering Group will normally meet bi-monthly but no less than five times per year. At least two of these meetings will be outside London.

7.8 Fifteen voting members of the Steering Group will constitute a quorum.

7.9 The Steering Group will elect an Appeals /Grievance Panel of 3 Steering Group members to implement the grievance procedures specified in Appendix 1 of this document.

7.10 The Steering Group may also set up specialist working groups chaired by a Steering Group member and including KONP members with relevant experience who are not on the Steering Group. Such working groups may also seek advice from experts who may not be KONP members.

7.11 The Steering Group will elect from its members an **Executive Committee** as specified below. All local KONP groups and full affiliates who are entitled to a voting representative on the Steering Group will be invited to participate in electing **an Executive Committee** as specified below.

7.12 A minimum of eight members of the Steering Group, excluding co-opted members and supporting affiliates, may call for an **Extra-ordinary Meeting** of the Steering Group by making a written request for such a meeting to the chair of the Steering Group. The Chair will arrange an ESGM within 4 weeks.

7.13 In the event of concerns arising about the actions of any Steering Group member promoting policies that are inconsistent with the policies of KONP, behaving unconstitutionally or in any other way bringing the integrity of the organisation into disrepute, a written complaint from no fewer than 3 members of the Steering Group should be made to the Chair of the Steering Group who will instigate procedures in accordance with the Grievance Procedure specified in Appendix 1:B.

8 Governance: the Executive Committee

8.1 The purpose of the EC is to take instruction from the SG and implement the policies specified by it. The EC should ensure the smooth day to day running of the organisation. The EC may develop its own strategies and bring those

to the Steering Group for approval. In exceptional cases where there is no appropriate policy and consultation is impossible, the EC may act first and bring these actions for post facto approval to the Steering Group.

8.2 The Executive Committee must act in a transparent manner in its relationship with the Steering Group. It must present a full report of its activities to each Steering Group meeting and respond to questions, queries, comments and challenges regarding its actions.

8.3 The Executive Committee will consist of 11 people. 10 Executive Committee Members (ECMs) elected from the members of the SG. The eleventh ECM will be the President of KONP, who will be an ex officio member.

8.4 Of the 10 ECMs, 6 will be Non-Officer ECMs and 4 will be officers comprising two co-chairs, a secretary and a treasurer.

8.5 In honour of D. Wendy Savage's role as founder member of KONP and in recognition of her continuing invaluable contribution as ambassador for KONP this document endorses her position as President. Should Dr. Savage withdraw from the role, the Steering Group reserves the right to decide whether the role should cease to exist or whether they wish to appoint or elect another President.

8.6 Procedures for the election of Executive Committee Members[4]

8.6.1 Elections will normally be held biannually.

8.6.2 The elections will be for the following roles: co-chair, secretary, treasurer and non-officer executive committee members (ECMs).

8.6.3 There will be two posts for the role of co-chair, and six posts for the role of non-officer ECM. There will be only one post each for the roles of secretary and treasurer.

8.6.4 Any member of the Steering Group may stand for election except co-opted members and representatives from Supporting Affiliates.

[4] Amendments to 8.6.1 and 8.6.6 were adopted at KONP SG 10th September 2016

8.6.5 Candidates may stand for more than one role.

8.6.6 The chair must announce the opening of the election at an SG meeting **at least eight weeks** before the SG meeting where the votes will be counted, and as **close to two years** as possible (but not more than 26 months) **after the previous election**, except for 2016/17 when the election can be brought into line with the AGM.

8.6.7 On announcement of the election, the SG will elect from among those members of the SG who are not standing for election, a group of three people who will supervise the election. This group will be known as the **Election Committee**.

8.6.8 The Election Committee must ensure that the elections are held in an open and fair way, following the procedures specified in Appendix 3 of this document. The officers and other members of the Executive Committee must follow the instructions of the Election Committee regarding the conduct of the elections.

8.6.9 Officers will be elected first, then the non-officer ECMs. The candidates who rank seventh and eighth in the voting order for the no-officer ECMs will be kept as potential substitutes should any members of the Executive Committee stand down for any reason or be unable to carry out their duties for over two months due to ill health.

8.6.10 Candidates will submit brief, written information about themselves, the group they represent, experience, interests and skills, including membership of any political party and any commercial or charitable interests six weeks before an election to enable the information to be circulated to Steering Group members.

8.6.11 Efforts should be made to ensure that at least three Executive Committee members are from outside London.

8.6.12 The Steering group may call in an outside body such as the Electoral Reform Society to oversee KONP elections. [5]

[5] October 2015 SG: KONP President [WS] proposed an amendment, duly seconded, to a motion on the election [MH]. This allowed KONP SG, if required, to call in an outside body such as the Electoral Reform Society to oversee KONP elections. This was passed.

8.6.13 Any member of the Executive Committee who fails to attend three meetings within a period of 12 months, either in person or by skype, and who gives no apologies in advance of those meetings, shall be deemed to have left the Executive Committee. Their place on it may be filled by candidates who came next in line at the previous election. [6]

8.7 The duties of the officers

8.7.1 **The Chair**

8.7.1.1 Chair meetings of the Executive Committee and Steering Group, ensuring that each meeting is planned effectively, conducted according to the constitution and that matters are dealt with in an orderly, efficient manner.

8.7.1.2 Ensure that meetings are conducted so that all strands of opinion are heard without favour.

8.7.1.3 Will not have a vote when chairing meetings of the Executive Committee or Steering Group except in the case of a tied vote when they may exercise a casting vote.

8.7.1.4 Represent the group and act as its spokesperson when required.

8.7.1.5 Work with the Executive Committee to share roles and responsibilities to ensure the smooth running of the organisation and the effective implementation of its plans and policies.

8.7.2 **The Secretary**

8.7.2.1 Ensure that accurate minutes of meetings of both the EC and the SG are taken and circulated to all members of the SG.

8.7.2.2 Prepare and circulate agenda for meetings in collaboration with the Chair.

[6] Clause 8.6.13 was adopted at KONP SG 10th September 2016

8.7.2.3 Deal with correspondence and ensure relevant information is circulated to KONP groups and members.

8.7.2.4 Work with the Executive Committee to share roles and responsibilities to ensure the smooth running of the organisation and the effective implementation of its plans and policies.

8.7.3 The Treasurer

8.7.3.1 Supervise the financial affairs of the group.

8.7.3.2 Keep proper accounts that show all monies collected and paid out by KONP.

8.7.3.3 Ensure that a report giving an accurate picture of KONP's financial affairs is circulated to members of the Executive Committee and Steering Group before each of their meetings.

8.7.3.4 Arrange an annual audit of the accounts

8.7.4 The duties of the Non Officer ECMs

8.7.4.1 Assist the officers with the implementation of KONP's policies and strategies.

8.7.4.2 Ensure that the actions of the officers are compliant with both the constitution and the policy decisions of the Steering Group.

8.7.4.3 Help to develop new initiatives for presentation to and approval by the Steering Group.

8.7.4.4 Ensure that the actions and decisions of the Executive Committee are fully reported to the Steering Group.

8.8 The conduct of the Executive Committee

8.8.1 The Executive Committee may not enter into contractual agreements without the prior consent of the SG. With that approval it may, in order to facilitate its duties, employ people directly, engage contractors or engage volunteers. Anyone employed or contracted must be given clear terms of employment that are available to, and agreed with the Steering Group. The same spirit of fair treatment will be applied to anyone who opts to be a contractor rather than an employee. Employees, contractors and volunteers will have the right to use the appeals procedure in case of dismissal or dispute with the Executive Committee. The EC will agree arrangements for the support and management of staff and volunteers which will ensure that they each have only one line manager. Staff appointments will be made by an interview panel consisting of at least two, non-officer ECMs.

8.8.2 The Executive will normally meet at least monthly but at a minimum 10 times per year.

8.8.3 Six members of the Executive will constitute a quorum.

8.8.4 In the event that a vote is required it will take place by a show of hands and decisions will be determined by a simple majority.

8.8.5 The EC may refuse or terminate membership of an individual or group if it considers that their membership is or would bring the integrity of the organisation into disrepute. The EC must however act in accordance with the Grievance procedure specified in Appendix 1:A of this document.

8.8.6 In the event of concerns about any ECM behaving in an unconstitutional manner or promoting policies that are inconsistent with the policies of KONP or in any other way bringing the integrity of the organisation into disrepute a written complaint from any three members of the Steering Group (who may also be ECMs) should be made to the Chair of the SG who will instigate procedures in accordance with the Grievance procedure Appendix 1:B.

9. **Finances**

9.1 Members, local KONP groups, affiliated groups and organisations shall pay a minimum annual membership or affiliation fee set by the Steering Group. Donations will also be encouraged.

9.2 The Treasurer in cooperation with the Officers shall be responsible for ensuring that proper controls are maintained over the funds of KONP, that proper accounting records are kept and audited and that a report giving an accurate picture of its financial affairs is circulated to members of the Executive Committee and Steering Group before each of their meetings.

9.3 Decisions regarding expenditure of over £1,000 should be agreed by the Executive Committee or Steering Group.

9.4 The signatories to the KONP account will be the Treasurer and any one of three others appointed by the Executive Committee.

9.5 No distribution of any surplus shall be made to members or officers of KONP.

9.6 KONP members may be paid for their time or services at the discretion of the Steering Group.

9.7 The Steering Group may at its discretion allow the reimbursement or part-reimbursement of costs incurred by members attending Executive, Steering Group or subgroup meetings.

10 Amendment to the Constitution

10.1 Following notice in writing of a resolution to amend the Constitution at least 4 weeks in advance of a Steering Group meeting, this Constitution may be amended by a resolution of the Steering Group carried at that meeting by two thirds of the votes cast, excluding co-opted members.

10.2 Due to the experimental nature of this constitution, changes may be made during the first year of its implementation with a simple majority.

11 Merger and Dissolution

11.1 A resolution proposing the merger or dissolution of KONP should be notified to the Steering Group 6 weeks in advance of an SG meeting. The motion will be tabled and put to the SG who will decide whether or not to call an Extraordinary

General Meeting to discuss the issue. Irrespective of whether an EGM is called or not, no decision will be taken until the issue is discussed at a second Steering Group meeting in order to allow reasonable time for due consideration and consultation.

At a second and quorate Steering Group meeting KONP may be merged with another organisation with similar objects or dissolved by a resolution of the Steering Group carried by two thirds of the votes cast. [7]

11.2 On the dissolution of KONP, its assets shall not be distributed to its members, but shall be distributed to one or more organisations with compatible objects specified in the dissolution resolution.

12 Annual General Meeting (AGM)

12.1 KONP will organise annual general meetings which all members will be invited to attend. At least **two months' notice** should be given for an AGM. AGMs will be held no longer than 15 months apart.

12.2 At the AGM one of the co-chairs will present a report on the activities of KONP during the previous twelve months and the Treasurer will present the accounts. Individual members will have the opportunity to question the Officers and Executive Committee about any aspects of the activities of the organisation.

12.3 Motions from local KONP groups, full affiliates and individual KONP members can be put to the AGM. These should be submitted 8 weeks before the meeting and circulated to all members at least six weeks before the meeting. They will be voted on by a show of hands. The Steering Group and Executive Committee may arrange for motions from individuals to be composited to ensure the efficient use of time. All motions passed at the AGM will come before the next Steering Group for further discussion and action.

13 Conduct of Meetings

[7] amendment agreed October 2015 SG

The business of the Steering Group and AGM will be conducted in accordance with the attached **Standing Orders Appendix 2** unless a resolution to suspend Standing Orders is passed by majority vote.

signed by

Chair _____

Co- chair_____

Secretary_____

Treasurer_____