

# National Back Exchange

## Constitution



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## **1 NAME**

- 1.1.1 The name of the Association shall be National Back Exchange (herein after referred to as the “the Association”).

## **2 AIMS**

- 2.1 To develop and promote standards for moving and handling of people and loads across all sectors in line with evolving research evidence
- 2.2 To promote the exchange and dissemination of information and ideas on moving and handling
- 2.3 To promote the application in practice of evidence, skills, and information from relevant areas of science
- 2.4 To market the positive benefits of evidence based best practice to stakeholders, employers, and other relevant bodies
- 2.5 To maintain a structure for the provision of information and support for members
- 2.6 To contribute to a systems management approach to health, safety, and wellbeing.

## **3 POWERS**

In furtherance of the aims and objectives, but not otherwise, the Board of Directors may exercise the following powers:

- 3.1 To raise funds and to invite and receive contributions provided that in raising funds the Board of Directors shall not undertake any substantial trading activities other than by means of a separate trading company
- 3.2 To buy, lease or exchange any property necessary for the achievement of the aims of the Association and equip said property for use
- 3.3 To sell, lease or dispose of all or any part of the property of the Association
- 3.4 To borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed
- 3.5 To employ such staff (who shall not be members of the Board of Directors) as are reasonably necessary for the proper pursuit of the aims and objectives of the of the Association and to make all reasonable provision for their remuneration
- 3.6 To establish or support any other organisations for all or any of the objects
- 3.7 To draw up such rules, regulations, agreements, and codes as are reasonably necessary for the proper management and control of the Association
- 3.8 To carry out all such other lawful undertakings as are reasonably necessary for the achievement of the aims and objectives of the Association.

## **4 MEMBERSHIP**



- 4.1 Membership shall be open to all individuals who are interested in furthering the aims of the Association
- 4.2 Members shall be expected to abide by the Constitution, rules, regulations, agreements, and codes of the Association
- 4.3 Categories of members shall be Members and such other categories as are determined by the Board of Directors to be necessary in order to enable it to meet the aims of the association and its business objectives
- 4.4 Every member shall be entitled to attend and vote at any general meeting save that no member shall be entitled to attend or vote at a general meeting whose annual subscription is in arrears at the date of such meeting
- 4.5 Members who are unable to attend general meetings shall be entitled to vote using the online process, or such other means as the Association shall make available to enable this
- 4.6 Applications for membership shall be made in such form and manner, and accompanied by such documents and information, as the Board of Directors shall decide from time to time
- 4.7 Each application for membership categories other than Member shall be decided by the Board of Directors or such sub-committee as it shall appoint for this purpose. If approved the applicant shall become a member of said category from the date of such approval and entitled to all benefits of his or her category of membership. If rejected, the applicant shall have the right to appeal in writing to the Board of Directors or appropriate sub-committee within such time period as is stipulated within the processes for application. Appeals must state the grounds on which they are based whereupon the Board of Directors, or sub-committee, shall reconsider the application after which any decision will be final.
- 4.8 Members may form local or special interest groups with other members, but such groups must first be approved by the Board of Directors and shall affiliate to the Association
- 4.9 Any member may resign from the Association by providing not less than 14 days' notice in writing to the Secretary
- 4.10 Subscriptions paid shall not be refunded, either in full or part thereof, upon resignation from the Association by a member, nor in the event of suspension or termination of membership.

## **5 MANAGEMENT OF THE ASSOCIATION**

- 5.1 Honorary Officers of the Association shall consist of such officers as are deemed necessary to further the aims and business objectives of the association. The standing roles shall consist of Chair, Secretary, Finance Director and Membership Director. Other posts will be designated to reflect the business plan and shall be elected from amongst its members at each Annual General Meeting of the Association.
- 5.2 The Board of Directors of the Association shall generally oversee and be responsible for the administration and management of the Association in accordance with this Constitution and rules, regulations, codes, and agreements made pursuant thereto



- 5.3 The Board of Directors shall consist of not less than 9, and not more than 14, members being the Honorary Officers specified in clause 5.1 above, co-opted members can join the Board of Directors in accordance with clause 5.4 below.
- 5.4 The Board of Directors may co-opt not more than 3 further members of the Association to serve until the next Annual General Meeting and if a casual vacancy shall occur amongst the Honorary Officers may appoint one of its members to fill such a vacancy who shall hold office for a similar period. Co-opted Board of Directors members shall be eligible to vote. For a member to be co-opted onto the Board of Directors it will require a proposer and seconder from the Board of Directors and be agreed by a majority vote at an Board of Directors meeting
- 5.5 The Honorary and other Board of Directors shall hold office from the conclusion of the Annual General Meeting in which they are elected to the next Annual General Meeting at which they shall retire but shall be eligible for re-election provided that no such officer shall be re-elected to office more than 5 times. The total of service may encompass different posts. Office holders may not then be elected to service in another office without a break of one year
- 5.6 The Editor of Column shall attend Board of Directors meetings as required but shall not be eligible to vote.

## **6 MEETINGS AND PROCEEDINGS OF THE BOARD OF DIRECTORS**

- 6.1 The Board of Directors shall hold at least 4 ordinary meetings in each year. A special meeting may be called at any time by the Chairman or by any 3 other members of the Board of Directors requesting such a meeting in writing to the Secretary specifying the matters to be discussed
- 6.2 The Secretary shall give at least 7 days written notice of every meeting of the Board of Directors which shall contain particulars of the business to be transacted
- 6.3 The Chairman of the Association, or in his absence the Vice Chairman, shall act as chairman of the meetings of the Board of Directors. In the absence of both then the members present shall appoint one of their number to be chairman of the meeting before any business is transacted
- 6.4 There shall be a quorum when at least one half of the members of the Board of Directors for the time being or 5 such members, whichever is the greater, are present at a meeting
- 6.5 Every matter shall be determined by a majority of votes of the members of the Board of Directors present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote
- 6.6 The Board of Directors shall keep minutes in books kept for the purpose of the proceedings at all its meetings and such minutes once approved at the next meeting and signed by the chairman of such meeting as being correct shall be conclusive proof of what transpired
- 6.7 The proceedings of the Board of Directors 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



6.8 The Board of Directors may from time to time make and alter rules for the conduct of its meetings and business provided such rules are not inconsistent with this Constitution

## **7 GENERAL MEETINGS**

7.1 There shall be an Annual General Meeting of the Association each year. Members will be notified in line with section 7.2.

7.2 Every Annual General Meeting shall be called by the Board of Directors. The Secretary shall give at least 28 days' notice of each such meeting to all members of the Association and all members shall be entitled to attend and vote thereat, or vote by such other means as provided for by the Board of Directors, subject to the saving in clause 4.4 of this Constitution

7.3 The Chairman of the Association shall be the chairman of the Annual General Meeting and any extraordinary general meeting or, in his absence the Vice Chairman, or, if both are absent then the members present shall choose one of their number to be chairman of the meeting before the transaction of business

7.4 There shall be a quorum when at least one quarter of the members of the Association for the time being or 50 such members, whichever is the lesser, submit a valid vote for any business being transacted at any general meeting

7.5 The business to be transacted at an Annual General Meeting shall be:

7.5.1 The presentation by the Board of Directors of the annual reports and accounts of the Association for the preceding year

7.5.2 The approval of the annual membership subscription for the next financial year

7.5.3 The election of the Honorary and Board members of the Association

7.5.4 The appointment of a reporting accountant in accordance with clause 8.6 of this Constitution

7.5.5 The consideration of any business or resolutions proposed by members of which proper notice has been given in accordance with clause 7.7 of this Constitution

7.5.6 Any other business suitable to be conducted at such a meeting

7.6 Nominations for election of the Honorary Officers and other members of the Board of Directors must be made in writing by the members of the Association and must be received by the Secretary at least 60 days before the Annual General Meeting. Each candidate shall be proposed and seconded by members of the Association and shall have given his or her prior consent in writing to such nomination. If no nominations are received in time or at all for a particular post, then they shall be accepted from the floor during the Annual General Meeting at the sole discretion of the chairman. Should nominations exceed vacancies election shall be by ballot

7.7 Any business or resolution required by a member to be considered at an Annual General Meeting shall be notified in writing by such member to the Secretary at least



60 days before such meeting whereupon the Secretary shall include the same in the notice of the meeting

- 7.8 The Board of Directors may at any time call an extraordinary general meeting of the Association. Alternatively, if at least 15 members request such a meeting in writing to the Secretary stating the business to be considered then the Secretary shall call such a meeting as soon as reasonably practicable. Not less than 28 days' notice and not more than 35 days' notice must be given, and the notice of the meeting must state the business to be transacted
- 7.9 The Secretary or such other person appointed for the purpose by the Board of Directors shall keep minutes of proceedings at every general meeting of the Association and such minutes when approved at the next general meeting and signed as correct by the chairman of such meeting shall be conclusive proof of what transpired.

## **8 FINANCE**

- 8.1 All monies belonging to the Association shall after payment of all proper expenses of administration and management be applied only in furthering its aims and objectives
- 8.2 All monies received by the Association shall be paid into an account operated by the Board of Directors in the name of the Association at such bank as the Board of Directors shall from time to time decide. All cheques drawn on the account must be signed by at least two of the signatories designated by the Board of Directors from time to time
- 8.3 The Association shall keep full and proper books of account and financial records from which annual statements of account for each financial year shall be prepared and submitted to the members for approval at the relevant Annual General Meeting. A copy of such annual accounts shall be made available to every with the notice of the convening the meeting
- 8.4 The financial year of the Association shall run from the 1st April to 31st March in each year and the Board of Directors shall prepare each year an annual business plan which shall identify the projected income and expenditure for the next financial year
- 8.5 Membership subscriptions shall be for a period of 12 calendar months from the receipt of payment by the Association. The subscriptions for each category of membership shall be fixed each year by the Board of Directors to meet the requirements of the annual business plan. The amounts so fixed shall be submitted for the approval of the members at the Annual General Meeting of the Association.
- 8.6 The annual statement of accounts shall be reported on and independently verified by a chartered accountant. The Board of Directors will appoint a chartered accountant for the association at the start of each financial year.

## **9 TRUSTEES**

- 9.1 The Board of Directors shall appoint not less than 2, and not more than 4, Trustees of the Association in whom shall be vested all the property of the Association other than the cash which shall be under the control of the Finance Director.
- 9.2 The Trustees shall hold office until death, resignation, or removal from office by the Board of Directors. Additional appointments may be made by the Board of Directors to fill any vacancy arising at any time



- 9.3 The Trustees shall deal with the property so vested in them as decided by the Board of Directors and such direction shall be given by a resolution of the Board of Directors which shall in favour of any purchaser, mortgagee, charge, lessee or grantee be binding upon all members of the Association
- 9.4 The Trustees and members of the Board of Directors shall not be liable (otherwise than as members) for any loss suffered by the Association as a result of the discharge of their respective duties on its behalf except such loss as arises from their respective willful default and they shall be entitled to an indemnity out of the assets of the Association for all expenses and other liabilities incurred by them in discharge of their respective duties.

## **10 NOTICES**

- 10.1 Any notice required to be served on any member of the Association shall be in writing and shall be served upon the member personally or by sending it by first class post in a prepaid envelope addressed to such member at, or by leaving it at, his or her last address notified in writing to the Association. Any notice so sent or left shall be deemed to have been received within 3 days of posting or 1 day of being left whichever is applicable
- 10.2 Any notice required to be served on the Association shall be in writing and shall be served personally on the Secretary or by sending it by recorded delivery first class prepaid post to or by leaving it in an envelope addressed to the Secretary at the offices of the Association for the time being.

## **11 AMENDMENT OF THIS CONSTITUTION**

- 11.1 This Constitution may be amended, varied, or added to by a resolution passed by not less than two thirds of the votes cast at a general meeting by the members present and those voting by other means as made available by the Board of Directors. The notice of such general meeting must include the resolution setting out the terms of the amendment, variation or addition proposed
- 11.2 A copy of this Constitution together with copies of all resolutions passed pursuant to the preceding clause attached thereto and signed by the Chairman for the time being of the Association shall be kept at the offices of the Association and made available for inspection upon request at all reasonable times by any member.

## **12 DISSOLUTION**

- 12.1 If the Board of Directors shall decide that it is necessary or advisable to dissolve the Association it shall call an extraordinary general meeting of the Association the notice of which shall state the terms of the resolution to be proposed. If the resolution is passed at such meeting by at least a two thirds majority of those members casting a vote either present in person or by such other methods as the Board of Directors makes available the Board of Directors shall wind up the Association by releasing all its assets and paying off all proper debts, expenses and liabilities to the extent of such assets. The Board of Directors shall as soon as practicable thereafter prepare and approve a statement of accounts for the final accounting period of the Association and make a copy thereof available to each member.





12.2 If in the event of the Association being wound up pursuant to the preceding clause there is a surplus of monies then such surplus shall be given to one or more charitable institutions having similar aims and objectives to the Association as are recommended by the Board of Directors and approved by the members at such meeting. If in such event there is a deficit then the members shall make good such deficit to the Association as soon as possible in the same proportions as their then current annual membership subscriptions bear to one another.

### 13 Version control and history

<b>Date</b>	<b>Version no.</b>	<b>Status</b>	<b>Summary of changes</b>	<b>Consulting group / person</b>	<b>Changes made by</b>
2008	2.0		Reviewed	National Exec	
Oct 2015	2.1	Active	Reviewed	National Exec	K Hares
Nov 2021	2.3	Active	Reference to Executive Committee changed to Board of Directors	Board of Directors	Vice Chair

