

STUDENTS FOR GLOBAL HEALTH

UK

We believe in 'a fair and just world in which equity in health is a reality for all'.

Constitution February 2019

Students for Global Health is a UK student network and registered charity tackling local and global health inequalities through education, advocacy and community social action.

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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, and the bylaws that follow.

2. Name

- 2.1. The name of the association is Students for Global Health (“the Charity”).

3. Administration

- 3.1. Subject to the matters set out below, the Charity and its property shall be administered and managed by a National Committee under the supervision of a Board of Trustees, both bodies elected in accordance with the Constitution and bylaws.
 - 3.1.1. The members of the Board of Trustees shall be the Trustees of the Charity and in this Constitution are together called ‘the Trustees’.
 - 3.1.2. The National Committee shall execute and co-ordinate the day-to-day affairs of the Charity, subject to clause 24 of this Constitution.
- 3.2. The Charity is governed by the law of England and Wales.
- 3.3. Students for Global Health’s vision is ‘a fair and just world, in which equity in health is a reality for all’.
 - 3.3.1. The Charity pursues its vision without any form of discrimination;
 - 3.3.2. The Charity respects the autonomy of all individual Members; they are free to express representative views at a local level;
 - 3.3.3. The structures of the Charity exist solely to facilitate the activities and development of its student members.

4. Object

- 4.1. The Charity’s object (“the Object”) is:
 - 4.1.1. To create a network of students empowered to effect tangible social and political change in health on a local, national and global level through education, advocacy, and community action.

5. Activities of the Charity

- 5.1. In furtherance of the Object but not otherwise, the Charity will serve society and students of healthcare and related subjects throughout the United Kingdom through the following activities:
 - 5.1.1. Empowering students with an interest in global health to use their knowledge and skills for the benefit of local, national, and international communities;

- 5.1.2. Offering advice, guidance and support to future healthcare professionals in the UK;
- 5.1.3. Providing a forum for students with an interest in global health throughout the UK to discuss topics related to individual and community health, education and science, thereby informing themselves and others about local and global health inequities and the causes of those inequities;
- 5.1.4. Promoting and facilitating professional and scientific exchanges as well as projects and extra-curricular training for students with an interest in global health, thereby sensitising them to other cultures and societies and their health problems;
- 5.1.5. Providing a link between member Branches, medical students' associations and international organisations, and encouraging cooperation between them for the ultimate benefit of society;
- 5.1.6. Providing training opportunities for student members to realise their vision of a fair and just world in which equity in health is a reality for all.

6. Application of the Income and Property

- 6.1. The income and property of the Charity shall be applied solely towards the promotion of the Object.
- 6.2. A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by them when acting on behalf of the Charity.
- 6.3. 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:
 - 6.3.1. A member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
 - 6.3.2. A trustee from:
 - 6.3.2.1. Buying goods or services from the Charity upon the same terms as other members or members of the public;
 - 6.3.2.2. Receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of sub-clause 6.6, or as a member of the Charity and upon the same terms as other members.
 - 6.3.3. The purchase of indemnity insurance for the Trustee against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which they may be guilty in relation to the Charity but excluding:
 - 6.3.3.1. Fines;

- 6.3.3.2. Costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 - 6.3.3.3. Liabilities to the Charity that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.
- 6.4. No Trustee may be paid or receive any other benefit for being a Trustee.
- 6.5. A Trustee may:
 - 6.5.1. Sell goods, services or any interest in land to the Charity;
 - 6.5.2. Be employed by or receive any remuneration from the Charity;
 - 6.5.3. Receive any other financial benefit from the Charity,
 - 6.5.4. If:
 - 6.5.4.1. They are not prevented from so doing by sub-clause 6.4; and
 - 6.5.4.2. The benefit is permitted by sub-clause 6.3; or
 - 6.5.4.3. The benefit is authorised by the Trustees in accordance with the conditions in sub-clause 6.6.
- 6.6. If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub-clause 6.3, they must:
 - 6.6.1. Declare their interest in the proposal;
 - 6.6.2. Be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - 6.6.3. Not be counted in determining whether the meeting is quorate;
 - 6.6.4. Not vote on the proposal.
- 6.7. In cases covered by sub-clause 7.6, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
- 6.8. The Trustees may only authorise a transaction falling within sub-clauses 6.5.1 – 6.5.3 if the Trustee body comprises a majority of Trustees who have not received any such benefit.
- 6.9. If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Charity the value of any benefit received by the Trustee from the Charity.
- 6.10. A Trustee must absent themselves from any discussions of the Trustees in which it is possible that a conflict will arise between their

duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

- 6.11. In this clause 6, "Trustee" shall include any person, firm or company connected with the Trustee.

7. Dissolution

- 7.1. If the Board of Trustees, having consulted with the National Committee and General Assembly, decide that it is necessary or advisable to dissolve the Charity it shall call a meeting of all Members of the Charity (as defined below), of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given.
- 7.2. If the proposal is confirmed by a two-thirds majority of the Voting Members (as defined below) present at such a meeting, the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
- 7.3. The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- 7.4. The Trustees must apply any remaining property or money:
- 7.4.1. Directly for the Object;
 - 7.4.2. By transfer to any Charity or charities for purposes the same as or similar to the Charity;
 - 7.4.3. In such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.
- 7.5. The Voting 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 sub-clauses 7.4.1 – 7.4.3 inclusive, above.
- 7.6. 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).
- 7.7. 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.

8. Alterations to the Constitution

- 8.1. The Charity may amend any provision contained in Part 1 of this Constitution provided that:
- 8.1.1. No amendment may be made that would have the effect of making the Charity cease to be a Charity at law;

- 8.1.2. No amendment may be made to alter the Object if the change would not be within the reasonable contemplation of the Members of or donors to the Charity;
- 8.1.3. No amendment may be made to clause 2 (Name), 4 (Objects), 6 (Application of income and property), 7 (dissolution), and 8 (alterations to the Constitution) without the prior written consent of the Commission;
- 8.1.4. Any resolution to amend a provision of Part 1 of this Constitution is passed by not less than two thirds of the Voting Members present and voting at a General Assembly.
- 8.2. Any provision contained in Part 2 of this Constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the Voting Members present and voting at a General Assembly.
- 8.3. The notice of the business to be discussed at the General Assembly at which any part of the Constitution is to be amended must include notice of the resolution, setting out the terms of the alteration proposed, and should be sent to Voting Members one week prior to the General Assembly.
- 8.4. A copy of any resolution amending this Constitution shall be sent to the Commission within twenty-one days of it being passed.

Part 2

9. Members

- 9.1. The Charity is composed of members in the form of: 'Branches', 'Affiliates', the Students for Global Health Alumni, and individual members, collectively, the "Members".
- 9.2. A 'Branch' is a committee of students with an interest in global health, attending the same higher education institution in the UK. A Branch must be recognised as a Member of the Charity by a General Assembly.
- 9.3. A Students for Global Health 'Affiliate' is an organisation, which is predominantly student based, with whom Students for Global Health have an affiliation agreement. They work around objectives which are relevant to the mission and vision statements of the Charity. They must have their affiliation approved by a General Assembly.
- 9.4. The Students for Global Health Alumni consist of former students who are no longer active within Branches, but who continue to support the work of the Charity.
- 9.5. Where there is no existing recognised Branch, an individual member may be any student with an interest in global health, enrolled on any programme of study at a recognised higher education institution within the UK.

- 9.6. The following Members shall have one vote at all General Assemblies, conferences, and exceptional meetings of the Charity, and shall be known as “Voting Members”:
 - 9.6.1. Students for Global Health Branches, provided that they have fulfilled the criteria laid down in the bylaws;
 - 9.6.2. Students for Global Health Affiliates, provided that they have fulfilled the criteria laid down in the bylaws;
 - 9.6.3. The Alumni Director, as defined in the bylaws, provided that they have fulfilled the criteria laid down in the bylaws;
 - 9.6.4. All Members shall act in accordance with the Constitution and bylaws of the Charity.
- 9.7. Membership shall be terminated if:
 - 9.7.1. The individual Member dies, or the Member organisation ceases to exist;
 - 9.7.2. The Member resigns by written notice to the Charity unless, after the resignation, there would be less than two Members;
 - 9.7.3. Any sum due from the Member to the Charity is not paid in full within six months of it falling due;
 - 9.7.4. The Member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that their membership is terminated. A resolution to remove a Member from membership may only be passed if:
 - 9.7.4.1. The Member has been given at least twenty one days’ notice in writing of the General Assembly at which the resolution will be proposed and the reasons why it is to be proposed;
 - 9.7.4.2. 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 General Assembly.

10. General Assembly

- 10.1. The General Assembly is composed of all Voting Members of Students for Global Health. It is the highest authority and decision-making body of the Charity.
- 10.2. Other Members are admitted but shall have no voting rights.
- 10.3. The Charity must hold a General Assembly within twelve months of the date of adoption of this Constitution.
- 10.4. There shall be a Spring General Assembly and an Autumn General Assembly each year. The Spring General Assembly shall be held in the period March 21st – May 31st. The Autumn General Assembly shall be held in the period September 1st – October 31st. The Charity’s General Assemblies shall not coincide with any of the International Federation of Medical Students’ Association (IFMSA) General Assemblies.

10.5. All General Assemblies other than the Spring General Assembly and the Autumn General Assembly shall be called Special General Assemblies.

10.5.1. The Trustees may call a special General Assembly at any time.

10.5.2. The Trustees must call a special General Assembly if requested to do so by at least five Voting Members in writing. 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 Voting Members may proceed to call a Special General Assembly, but in doing so they must comply with the provisions of the Constitution.

10.6. Notice of General Assemblies

10.6.1. The minimum period of notice required to hold any General Assembly of the Charity is fourteen clear days from the date on which the notice is deemed to have been given in accordance with clause 26 (Notices) of the Constitution.

10.6.2. A General Assembly may be called by shorter notice if it is so agreed by all the Members entitled to attend and vote.

10.6.3. Official notice for the Spring General Assembly and the Autumn General Assembly shall be given to all Voting Members and the Board of Trustees at least six weeks before the proposed date of the General Assembly.

10.6.4. The notice must specify the date, time and place of the General Assembly and the general nature of the business to be transacted.

10.7. Chair

10.7.1. Before any other business is transacted at a General Assembly, the Voting Members present shall elect a Chair of the meeting.

10.7.2. The Chair shall appoint a secretary who shall keep a full record of proceedings at every General Assembly of the Charity.

10.8. Adjournments

10.8.1. The Voting Members present at a General Assembly may resolve that the General Assembly shall be adjourned;

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

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

10.8.4. If a General Assembly is adjourned by a resolution of the Voting Members for more than seven days, at least seven clear days' notice shall be given of the re-convened General Assembly stating the date, time and place of the General Assembly.

11. Quorum

- 11.1. No business shall be transacted at any General Assembly unless a quorum is present.
- 11.2. A quorum is one-third of all Voting Members of the Charity.
- 11.3. If a quorum is not present within half an hour from the time appointed for the meeting; or during the meeting a quorum ceases to be present:
 - 11.3.1. The meeting shall be adjourned to such time and place as the Chair shall determine.
 - 11.3.2. The National Committee, defined in the bylaws, must re-convene the General Assembly and must give at least seven clear days' notice of the re-convened General Assembly stating the date, time and place of the General Assembly.
 - 11.3.3. If no quorum is present at the re-convened General Assembly within fifteen minutes of the time specified for the start of the General Assembly the Voting Members present at that time shall constitute the quorum for that General Assembly.

12. The Members of the Board of Trustees

- 12.1. The Board of Trustees shall have the following officers:
 - 12.1.1. A chair, who will chair the Board of Trustees, preside at all meetings of the Board of Trustees and recommend and supervise the execution of the Charity's strategy and policies;
 - 12.1.2. A secretary, who will take minutes of the Board of Trustees meetings and will be responsible for the safekeeping of the Board of Trustees' archives;
 - 12.1.3. A treasurer, who will keep proper accounting records and present periodic reports to the Board of Trustees.
- 12.2. A Trustee must be a nominated representative of the Charity.
- 12.3. No person may be appointed a Trustee if they would be disqualified from acting under the provisions of clause 15 (Disqualification and Removal of Trustees).
- 12.4. The number of Trustees shall not be less than five and shall not exceed nine.
- 12.5. A Trustee may not appoint anyone to act on their behalf at meetings of the Trustees.
- 12.6. No person shall be entitled to act as a member of the Board of Trustees whether on a first or any subsequent entry into office, unless they has signed, in the minute book of the Board of Trustees, a Trustee agreement (appendix).
- 12.7. The Board of Trustees is entitled to represent the Charity in any dealings with third parties.
- 12.8. Any member of the Board of Trustees who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by them or their firm

when instructed by the other members of the Board of Trustees to act in a professional capacity on behalf of the Charity in accordance with the provisions of clause 6.6, provided that at no time shall a majority of the members of the Board of Trustees benefit under this provision.

13. The Appointment of Trustees

- 13.1. Those persons notified to the Charity Commission as the Trustees at the General Assembly at which this Constitution is adopted shall remain so until and including the date on which their appointment ends pursuant to the Trustee agreement. Thereafter, the Trustees shall be chosen in the following manner:
 - 13.1.1. The Charity in General Assembly shall elect the Trustees by ballot of the Voting Members (described below) in accordance with the bylaws, following a process of interview and recommendation by the outgoing Trustees.
 - 13.1.2. In addition, the previous year's National Director shall automatically become a Trustee at the end of their term as National Director. They shall remain a trustee for one year only.
- 13.2. Each of the Trustees, with the exception of the National Director who shall retire on leaving their post, shall retire with effect from the conclusion of the General Assembly three years after their appointment but shall be eligible for re-election at that General Assembly.
- 13.3. A Trustee may only be eligible to serve on the Board of Trustees for a maximum of six consecutive years.
- 13.4. No person shall be appointed as a Trustee who is under 18 years of age.
- 13.5. No person may be elected a Trustee at any General Assembly unless prior to the General Assembly the Voting Members are given a notice that:
 - 13.5.1. Is signed by a current Voting Member;
 - 13.5.2. States the Voting Member's intention to propose to the appointment of a person as a Trustee;
 - 13.5.3. Is signed by the person who is to be proposed to show their willingness to be appointed; and
- 13.6. The appointment of a Trustee must not cause the number of Trustees to exceed any number fixed in accordance with this Constitution as the maximum number of Trustees.

14. Role of Trustees

- 14.1. The role of the Board of Trustees consists of three main facets:
 - 14.1.1. Responsibility for governance of the Charity; ensuring that the Charity is complying with charity law or any other legal requirements, that the National Committee draws up and implements appropriate budgets in order to pursue the Charity's

- Objects, and that it complies with its obligations under the Charities Act 1993 as referred to in clause 20 (Annual Report and Return and Accounts;
- 14.1.2. Ensuring sustainability of the business and strategy of the Charity, through supporting and enabling successive National Committees to implement the strategy plan, and assisting in handovers between committees where necessary;
 - 14.1.3. Mentoring the National Committee, and other members of the Charity, as they carry out the day-to-day work of the Charity, through acting as a point of reference, advice and support.
- 14.2. In order to fulfil the Activities of the Charity (but not otherwise), the Trustees must manage the business of the Charity and have the following powers:
- 14.2.1. To raise funds and to invite and receive contributions. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - 14.2.2. To buy, take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the Objects, and to maintain and equip it for use;
 - 14.2.3. To sell, lease or otherwise dispose of all or any part of the property belonging to the Charity, subject to any consent required by law;
 - 14.2.4. 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, subject to any consent required bylaw;
 - 14.2.5. To cooperate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 14.2.6. To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Object;
 - 14.2.7. To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 14.2.8. To obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
 - 14.2.9. 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;
 - 14.2.10. To appoint and constitute such advisory committees as the Board of Trustees may see fit;
 - 14.2.11. To do all such other lawful things as are necessary for the achievement of the Object.

- 14.3. The Board of Trustees must consult the National Committee for their opinion before exercising any of these powers.
- 14.4. The Board of Trustees' responsibilities shall include, but not be limited to:
 - 14.4.1. The governance of the Charity;
 - 14.4.2. The budget of the Charity;
 - 14.4.3. The long term strategy of the charity, which shall be drawn up by the National Committee, and amended as seen appropriate by the Board of Trustees, before being taken to the General Assembly to be voted upon and ratified.
- 14.5. The Board of Trustees may override any decision made by the National Committee or Voting Members in General Assembly, if the Trustees determine (in their absolute discretion) that such decision:
 - 14.5.1. Has or may have any financial implications for the Charity;
 - 14.5.2. Is or may be in breach of, contrary to or otherwise inconsistent with charity law or any other legal requirements;
 - 14.5.3. Is not, or may not be, in the best interests of the Charity or all or any of its Objects; or
 - 14.5.4. Will or may otherwise affect discharge of any or all of the responsibilities referred to in sub-clause 14.2.
- 14.6. No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- 14.7. Any meetings of the Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

15. Disqualification and Removal of Trustees

- 15.1. A trustee shall cease to hold office if they:
 - 15.1.1. Are disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 15.1.2. Become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
 - 15.1.3. Are absent without the permission of the Board of Trustees from all their meetings held within a period of three consecutive months and the Board of Trustees resolve that their office be vacated.
 - 15.1.4. Resigns as a Trustee by notice to the Board of Trustees; or
 - 15.1.5. The General Assembly resolves by a two thirds majority vote that their office should be vacated.

16. Meetings and Proceedings of the Trustees

- 16.1. The Trustees may regulate their proceedings as they see fit, subject to the provisions of this Constitution.

- 16.2. The Trustees shall hold at least four ordinary meetings each year.
- 16.3. Any Trustee may call a special meeting of the Trustees upon not less than four days' notice being given to the other members of the Board of Trustees of the matters to be discussed.
- 16.4. The secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- 16.5. Questions arising at a meeting must be decided by a majority of votes.
- 16.6. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 16.7. 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.
- 16.8. Where the quorum is not present at the meeting, the meeting shall stand adjourned to an agreed time, date, and place. If at the adjourned meeting a quorum is also not present within half an hour from the time when the meeting is scheduled, then the Trustees present shall represent a quorum.
- 16.9. The quorum shall be the number nearest but larger than one half of the total number of Trustees or such larger number as may be decided from time to time by the Trustees.
- 16.10. 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.
- 16.11. 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 Assembly.
- 16.12. The person elected as the Chair shall chair meetings of the Trustees.
- 16.13. 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.
- 16.14. The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this Constitution or delegated to them in writing by the Trustees.
- 16.15. 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.
- 16.16. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

17. Irregularities in Proceedings

- 17.1. Subject to sub-clause 17.2, all acts done by a meeting of Trustees, or a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- 17.1.1. Who was disqualified from holding office;
- 17.1.2. Who had previously retired or who had been obliged by the Constitution to vacate office;
- 17.1.3. Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise
- 17.1.4. If, without:
 - 17.1.4.1. The vote of that Trustee; and
 - 17.1.4.2. That Trustee being counted in the quorum,
- 17.1.5. The decision has been made by a majority of the Trustees at a quorate meeting.
- 17.2. Sub-clause 17.1 does not permit a Trustee to keep any benefit that may be conferred upon them by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.
- 17.3. No resolution or act of
 - 17.3.1.1. The Trustees,
 - 17.3.1.2. Any committee of the Trustees,
 - 17.3.1.3. The Charity in General Assembly
- 17.3.2. Shall be invalidated by reason of the failure to give notice to 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.

18. Delegation of Trustee Functions

- 18.1. 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.
- 18.2. The Trustees may impose conditions when delegating, including conditions that:
 - 18.2.1. The relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - 18.2.2. No expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- 18.3. The Trustees may revoke or alter a delegation.
- 18.4. All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

19. Minutes

- 19.1. The Trustees must keep minutes of all:
 - 19.1.1. Appointments of Officers (in accordance with sub-clause 24.2) and Trustees (in accordance with clauses 13 and 14) made by the Trustees;
 - 19.1.2. Meetings of the Board of Trustees and committees of Trustees including:

- 19.1.2.1. The names of the Trustees present at the meeting;
- 19.1.2.2. The decisions made at the meeting; and
- 19.1.2.3. Where appropriate the reasons for the decisions.

20. Annual Report and Return and Accounts

- 20.1. The Board of Trustees must comply with its obligations under the Charities Act 1993 (or any statutory re-enactment of that Act) with regard to:
 - 20.1.1. The keeping of accounting records for the Charity;
 - 20.1.2. The preparation of annual statements of account for the Charity;
 - 20.1.3. The transmission of statements of account to the Commission;
 - 20.1.4. The preparation of an Annual Report and its transmission to the Charity Commission;
 - 20.1.5. The preparation of an Annual Return and its transmission to the Commission.
- 20.2. 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.

21. Registered Particulars

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

22. Finances

- 22.1. The funds of Students for Global Health, including all donations, contributions and bequests, shall be paid into an account operated by the Board of Trustees in the name of Students for Global Health at such bank as the Trustees from time to time decide.

23. Property

- 23.1. The Trustees must ensure the title to:
 - 23.1.1.1. All land held by or in trust for the Charity that is not vested in the Official Custodian of Charities;
 - 23.1.1.2. All investments held by or on behalf of the Charity,
- 23.1.2. 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.
- 23.2. The terms of the appointment of any holding Trustee 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.

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

24. National Committee

- 24.1. The execution and coordination of the day-to-day activities of Students for Global Health shall be entrusted with a National Committee of Officers, who will be elected by the General Assembly.
- 24.2. A member of the Students for Global Health National Committee is a person elected by the General Assembly or appointed by the Board of Trustees as further described in the bylaws. Their appointment, term, role, powers, and responsibilities are further described in the By-laws.
- 24.3. A member of the National Committee will cease to hold office as described in the bylaws.
- 24.4. The National Committee must work according to the Charity's Constitution and bylaws and to promote the Charity's Object.
- 24.5. All members of the National Committee are required to produce an activity report for presentation to the Spring General Assembly.
- 24.6. The National Committee shall carry out the day-to-day activities of the Charity by implementing the policy and strategy adopted by the Charity determined (as determined in sub-clause 14.4.3) within a budget approved by the Trustees and the General Assembly.
- 24.7. The National Committee shall report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts sufficient to explain the financial position of the Charity.
- 24.8. These reports shall:
- 24.8.1. Occur not less frequently than 4 times a year;
 - 24.8.2. Be sent to the trustees a minimum of a week in advance of the meeting of the Trustees;
 - 24.8.3. Be sufficiently detailed as to enable the Trustees to ensure that the Charity is complying with its responsibilities and pursuing its Vision and Object appropriately;
 - 24.8.4. Also be made available to all Voting Members.

25. Repair and insurance

- 25.1. 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 insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

26. Notices

- 26.1. Any notice required by this Constitution to be given to or by any person must be:
- 26.1.1. In writing or given using electronic communications.
- 26.2. The Charity may give any notice to a Member or a Trustee either:

- 26.2.1. Personally; or by sending it by post in a prepaid envelope addressed to the Member or Trustee at their address; or by leaving it at the address of the Member or Trustee; or by giving it using electronic communications to the Member or Trustees' email address.
- 26.3. A Member or Trustee who does not register an address or an email 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.
- 26.4. A Member or Trustee present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 26.5. Conclusive evidence that notice was given shall be either:
 - 26.5.1. Proof that an envelope containing a notice was properly addressed, prepaid and posted; or
 - 26.5.2. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators.
 - 26.5.3. 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.

27. Bylaws

- 27.1. To regulate matters not described in this Constitution, the Charity, including the Trustees, the National Committee, and the Members, shall conduct its business according to bylaws.
- 27.2. The bylaws may regulate the following matters but are not restricted to them:
 - 27.2.1. 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;
 - 27.2.2. The conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - 27.2.3. The setting aside of whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - 27.2.4. The procedure at General Assemblies and meetings of the Board of Trustees and National Committee in so far as such procedure is not regulated by this Constitution;
 - 27.2.5. The keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and require a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated).

- 27.2.6. Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- 27.3. The Charity in General Assembly has the power to alter, add to or repeal the bylaws, according to the procedures described in the bylaws.
- 27.4. The Trustees must adopt such means as they think sufficient to bring the rules and bylaws to the notice of Members of the Charity.
- 27.5. The rules or bylaws shall be binding on all Members of the Charity. No rule or bylaw shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.