

**CONSTITUTION OF “500 miles”
(amended with effect from 22nd January 2020)**

1. NAME

The name of the association of which this document is the constitution shall be “500 miles”.

2. DEFINITIONS AND INTERPRETATION

- 2.1** “Amputees” shall mean persons who have full or partial absence of a limb or limbs, whether congenitally or due to disease or trauma.
- 2.2** “Board” shall mean the board of trustees of the Charity as referred to in clause 9.1 hereof.
- 2.3** “Charity” shall mean the association of which this document is the constitution and known as “500 miles”.
- 2.4** “Disabled People” shall mean people who suffer from any form of disability.
- 2.5** “Executive Officer” shall mean the person nominated by the Board to run the affairs of the Charity in accordance with clause 8 hereof and named as such as at the date hereof in part B of the schedule hereto.
- 2.6** “General Meeting” shall mean any of an annual general meeting, an ordinary meeting or an extraordinary general meeting of the members of the Charity.
- 2.7** “Independent Reviewer” shall mean the person or persons appointed from time to time under the provisions of clause 14.1 hereof to independently review the Charity’s accounts.
- 2.8** “Objects” shall mean the objects of the Charity as set out in clause 3 hereof.
- 2.9** “Officer” shall mean any of the officers of the Charity from time to time as referred to in clause 6 hereof.
- 2.10** “Rules” shall mean the provisions of this constitution as amended from time to time.
- 2.11** “Trustee” shall mean any member of the board of trustees of the Charity referred to in clause 9.1 hereof and herein defined as the Board.

2.12 Words importing the singular number only shall include the plural and vice versa.

2.13 Words importing the masculine gender only shall include the feminine gender and vice versa.

3. OBJECTS

The objects of the Charity shall be to support Disabled People in deprived areas of the world by creating, establishing, managing, running, donating to or otherwise supporting projects which the Charity may from time to time consider will further the interests of Disabled People, under declaration that the Charity shall have a particular focus on furthering the interests of Amputees including the provision of prosthetic services and/or components and/or devices to them.

4. POWERS

For the purpose of carrying out the Objects, the Charity shall have the power to:-

4.1 accept subscriptions and donations;

4.2 take such lawful steps by appeals, events or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Charity in the form of donations, subscriptions or otherwise;

4.3 borrow or raise money for the promotion or furtherance of the Objects on such terms and on such security as may be thought fit;

4.4 print and publish or procure to be printed and published or circulate or procure to be circulated (whether gratuitously or not) any materials (including pamphlets, books and any other kind of documents or publications) which may be deemed necessary or desirable for the promotion or furtherance of the Objects;

4.5 invest the monies of the Charity not immediately required for the promotion or furtherance of the Objects in or upon such investments, security or property as may be thought fit;

4.6 establish and support or aid in the establishment and support of or become a member of or cooperate with any charitable associations or institutions (whether incorporated or not and wherever they may be situated) and subscribe or guarantee

money for charitable purposes in any way connected with the promotion or furtherance of the Objects;

4.7 employ such persons as may be necessary in the carrying out and general implementation of the Rules and provide for, arrange and implement the training of such persons;

4.8 do all such things as are incidental to or necessary for the promotion, furtherance or attainment of the Objects or any of them.

5. MEMBERSHIP

Membership of the Charity shall consist of those persons whose names have been enrolled as members in, and have not subsequently been removed from, the Register of Members in accordance with the Rules. The privileges of membership shall not be transferable or transmissible and shall cease on death. The members of the Charity as at the date hereof are as listed in part A of the schedule hereto.

6. OFFICERS OF THE CHARITY

The officers of the Charity shall be as follows:-

a chairman;

a treasurer;

a secretary;

the Executive Officer;

and such other officers as the members of the Charity may from time to time elect.

The officers of the Charity as at the date hereof shall be those persons listed in part B of the schedule hereto. No person who is not a member of the Charity shall be eligible to be an officer of the Charity.

7. REMOVAL OF OFFICERS

Any Officer of the Charity shall cease to hold such office if:-

7.1 he shall fail to attend three consecutive meetings of the Board except by leave of the chairman; or

- 7.2 by notice in writing addressed to the secretary he resigns his office; or
- 7.3 the Board, by a majority of two thirds of such of the Trustees as shall be present at a meeting duly convened for the purpose shall resolve that an Officer be removed from office; or
- 7.4 he is guilty of misconduct or is incapable by reason of mental or physical disability of performing his duties; or
- 7.5 he is an undischarged bankrupt.

8. EXECUTIVE OFFICER

The affairs of the Charity shall be run by an executive officer of the Charity elected by a resolution passed by a simple majority of those present and voting at a meeting of the members of the Charity provided that no such resolution shall be considered unless notice in writing setting out the terms of the resolution shall have been sent to every member of the Charity not less than four weeks before the date of the meeting at which it is to be considered.

9. BOARD OF TRUSTEES

- 9.1 The affairs of the Charity, as run by the Executive Officer, shall be reviewed by a body of trustees which shall consist of the officers of the Charity together with such additional number of trustees as the as the said body may determine from to time and who shall be elected to the said body at a General Meeting of the members of the Charity.
- 9.2 All Trustees of the Board whether elected, co-opted or holding office by virtue of being an Officer shall be entitled to vote at all proceedings of the Board.
- 9.3 A quorum for Board meetings shall consist of that number of Trustees attending in person which shall exceed fifty per cent of all those Trustees entitled to attend and vote at such meetings from time to time provided that at least one of such Trustees shall be an Officer.
- 9.4 The Board shall have power to fill casual vacancies among the elected Trustees of the Board, provided that the person or persons co-opted shall hold office until the expiration of the term of office of the Trustee or Trustees whom he or they shall have replaced.

9.5 The Board shall have the power to appoint sub-committees for such purposes and on such terms as shall be laid down from time to time by the members of the Charity at a General Meeting of the Charity.

10. PATRONS

A patron may be elected or removed from that office by members of the Charity at any General Meeting of the Charity.

The position of patron shall be of an honorary nature and shall not carry with it the right to attend or vote at any meeting of the members of the Charity.

11. MEETINGS OF THE MEMBERS OF THE CHARITY

11.1 There shall be an annual general meeting of the members of the Charity held within six months before the end of each financial year and before the submission to OSCR of the Charity's financial statements for the previous financial year.

11.2 The annual general meeting shall be called by notice in writing of 21 days at least. The notice shall name retiring Trustees, call for nominations of new Trustees and set out any amendments to the Rules which have been duly proposed and seconded.

11.3 The Executive Officer and/or the Board may at any time convene an extraordinary general meeting by giving 14 days notice in writing.

11.4 At all General Meetings a quorum shall consist of that number of persons attending in person which shall exceed fifty per cent of the members of the Charity from time to time.

12. THE CHAIRMAN

The chairman, whom failing the vice chairman shall preside if present at the meetings of the Board and of the members of the Charity and failing this, the meeting shall elect its own chairman.

13. FINANCE

12.1 The Charity's financial year shall end on the 31st day of December in each year.

12.2 The treasurer shall cause proper books of account to be kept with respect to:-

12.2.1 all sums of money received and expended by the Charity and the matters in respect of which such receipts and expenses take place;

12.2.2 all sales and purchases of goods by the Charity; and

12.2.3 the assets, credits and liabilities of the Charity;

12.3 Proper books shall be kept to give a true and fair view of the affairs of the Charity and to explain the transactions and the Charity's accounts shall be prepared on an accruals basis;

12.4 As soon as possible after receipt, all funds of the Charity shall be paid into the bank accounts to be opened and maintained in its name.

12.5 The bank accounts of the Charity shall be under the control of the Executive Officer who shall have the power to authorise financial transactions alone up to a limit of £10,000, subject always to the review of the Board provided always that the chairman and vice chairman shall also each have the power to authorise financial transactions alone up to a limit of £10,000 subject always to review of the Board. Over the limit of £10,000 the Executive Officer or the chairman or vice chairman must seek the written approval of another Trustee, subject always to the review of the Board.

12.6 All payments of money to be made on behalf of the Charity shall be applied towards the Objects and shall be reviewed by the Board.

12.7 The Executive Officer subject to the review of the Board shall make adequate arrangements for the security and safe custody of all monies and books belonging to the Charity.

14. INDEPENDENT REVIEW

14.1 In any financial year in which the income of the Charity does not exceed the threshold above which OSCR requires a full audit of a charity's accounts (currently £500,000), the accounts relating to the Charity's affairs shall be independently reviewed by such persons as are appointed for this purpose by the members of the Charity at the annual general meetings of the Charity from time to time.

- 14.2** The Independent Reviewer shall make a report to the members of the Charity on the accounts examined by him sufficient to satisfy the requirements of OSCR for an independent review of accounts such as the accounts of the Charity. In particular, the report shall state whether in the Independent Reviewer's opinion, the Charity's accounts have been properly prepared and give a true and fair view of the Charity's financial affairs as at the end of its financial year.
- 14.3** In preparing his report, the Independent Reviewer shall be obliged to carry out such investigations as will enable him properly to give his report.
- 14.4** If the Independent Reviewer is of the opinion that proper books of account have not been kept by the Charity the Independent Reviewer shall state this fact in his report.
- 14.5** The Independent Reviewer shall have a right of access at all times to the books and accounts and vouchers of the Charity and shall be entitled to require from the Executive Officer such information and explanations as he thinks necessary for the performance of the duties of the Independent Reviewer.
- 14.6** If the Independent Reviewer fails to obtain all of the information and explanations which, to the best of his knowledge and belief, are necessary for the purposes of his audit, he shall state that fact in his report.
- 14.7** The Independent Reviewer shall be entitled to attend any General Meeting of the Charity and to receive all notices of, and other communications relating to, any General Meeting which any member of the Charity is entitled to receive, and to be heard at any General Meeting which he attends on any part of the business of the meeting which concerns him as Independent Reviewer.

15. AUDIT

For any financial year in which the income of the Charity shall exceed the threshold above which OSCR requires a full audit of a charity's accounts (currently £500,000), the members of the Charity shall make arrangements for an auditor to be appointed in place of the Independent Reviewer but otherwise in accordance with the provisions of clause 14.1 hereof and to carry out a full audit of the Charity's accounts sufficient to satisfy the requirements of OSCR. Subject to the foregoing, the provisions of clauses 14.2 to 14.7 hereof shall apply as if all references to the Independent Reviewer were references to such auditor.

16. MEMBERS' RIGHT OF INSPECTION

The members of the Charity shall have the right at all times to examine all books, documents and accounts of the Charity.

17. INDEMNITY

The Officers and Trustees shall be indemnified by the Charity for any liabilities incurred by them in good faith as a result of acting as the representatives of the Charity.

18. DISSOLUTION

If the Charity resolves by a simple majority of those present and voting that the Charity shall be dissolved, any assets remaining after the satisfaction of all proper debts and liabilities shall be given to such other charities (preferably having objects similar to the Objects) as the members of the Charity may decide provided that no resolution to dissolve the Charity shall be considered unless notice in writing setting out the terms of the resolution shall have been sent to every member of the Charity not less than eight weeks before the date of the meeting at which it is to be considered.

19. ALTERATION TO THIS CONSTITUTION

The Rules may be altered by a resolution passed by a simple majority of those present and voting at a meeting of the members of the Charity provided that no such resolution shall be considered unless notice in writing setting out the terms of the resolution shall have been sent to every member of the Charity not less than four weeks before the date of the meeting at which it is to be considered.

Susan Dalgety 

Susan Davie 

Robin Garrett 

Olivia Giles 

Jane Salmonson 

SCHEDULE

Part A

The members of 500 miles as at the date hereof are as follows:

Susan Dalgety, 32f Beach Lane, Musselburgh, EH21 6LB

Susan Davie, 19 Holly Lane, Abingdon, OX14 4FW

Robin Garrett, 3a Abbotsford Crescent, Edinburgh EH10 5DY

Olivia Giles, 3a Abbotsford Crescent, Edinburgh EH10 5DY

Jane Salmonson, Glebe House, Dunsyre, Carnwath, South Lanarkshire,
ML11 8NQ

Part B

The Officers of 500 miles as at the date hereof are as follows:

Chairman: Olivia Giles, 3a Abbotsford Crescent, Edinburgh EH10 5DY

Treasurer: Olivia Giles, 3a Abbotsford Crescent, Edinburgh EH10 5DY

Secretary: Olivia Giles, 3a Abbotsford Crescent, Edinburgh EH10 5DY

Executive Officer: Olivia Giles, 3a Abbotsford Crescent, Edinburgh EH10
5DY