

# Constitution of Freedom to Choose

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## **1) Name Amended 17th day of December 2016**

The name of the Association is: Freedom to Choose (also to be known as F2C or Freedom2Choose) but which for the purposes of this constitution shall be referred to as “the Association”.

## **2) Administration**

Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee constituted by clause 6 of this constitution (“The Executive Committee”).

## **3) Objects**

The Objects of the Association are:

(i) to promote freedom of choice and to oppose any coercive restraints upon that freedom by any lawful means and with particular reference to the negative effects of smoking bans on individuals, groups, businesses and organisations

and

(ii) to advance public education in all such matters.

## **4) Powers**

In furtherance of the Objects but not otherwise the Executive Committee may exercise the following powers:

(1) the power to fundraise and to invite and receive grants, donations and other contributions;

(2) the power to buy or hire and to maintain any equipment or materials necessary for the achievement of the Objects;

(3) the power to buy, rent, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;

(4) the power to sell, lease or dispose of all or any part of the assets of the Association;

(5) the power to borrow money and to charge all or any part of the assets of the Association with repayment of the money so borrowed;

(6) the power to employ such paid workers (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the Objects and, if applicable, to make all reasonable and necessary provision for the payment of pensions and superannuation for paid workers and their dependents;

(7) the power to publish books, periodicals, pamphlets and other materials in printed, recorded or electronic format, and to hold intellectual property rights in any such material;

(8) the power to organise conferences, debates, seminars and such other special events as the Executive Committee may determine;

(9) the power to co-operate with other organisations in furtherance of any of the Objects or of similar purposes;

(10) the power to do all such other lawful things as are necessary for the achievement of the Objects.

## **5) Membership**

(1) The Executive Committee may admit to membership of the Association any person aged 18 years and over interested in furthering the Objects and who has paid any annual subscription as may be laid down from time to time by the Executive Committee.

(2) The Association may have a junior membership section (for those aged 16 and 17 years) who shall be known as "junior members", although this group shall not be permitted to vote on any matters pertaining to the business of the Association or to the election of members of the Executive Committee. The junior members shall, however, have the power to elect two of their number to represent their views at meetings of the Executive Committee, but these representatives shall not be members of the Executive Committee and shall not be permitted to vote on any matters pertaining to the business of the Association or to the election of members of the Executive Committee.

(3) Every member aged 18 years and over shall have one vote on any question to be decided at a general meeting of the Association.

(4) No-one shall be accepted as a member of the Association who has not first completed a membership application form. Membership shall be renewable yearly.

(5) The Executive Committee may by a majority vote and for good reason terminate the membership of any member: provided that the member concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before the final decision is made.

## **6) The Executive Committee**

(1) The members shall elect from among themselves an Executive Committee to manage the Association which shall be elected by those voting (in person or by proxy) at the annual general meeting.

(2) The Executive Committee shall consist of not less than 3 members and not more than 8 members.

(3) The Executive Committee may by and from their number and from time to time elect such honorary officers (i.e. chairperson, secretary, treasurer etc.) as they see fit.

(4) If vacancies occur among the members of the Executive Committee between annual general meetings, the Executive Committee shall have the power to co-opt from the general membership to make up the numbers.

(5) Members of the Executive Committee shall not financially benefit from the activities of the Association and are entitled to receive reasonable and permissible out of pocket expenses only.

## **7) Determination of membership of the Executive Committee**

A member of the Executive Committee shall cease to hold office if he or she:

- 1) resigns from the Executive Committee in writing;
- 2) ceases to be a member of the Association;
- 3) is absent without the permission of the Executive Committee from all their meetings within a period of 3 months and the Executive Committee resolve that his or her office be vacated; or
- 4) the Executive Committee, with good reason, and by a two-thirds majority of those voting (by any means approved by the Executive Committee) decides that he or she is unsuitable to serve on the Executive Committee.

## **8) Meetings and Proceedings of the Executive Committee**

(1) Ordinary Executive Committee Meetings: The Executive Committee may participate together for the despatch of business and may adjourn and otherwise regulate their meetings as they see fit. A meeting may also be held by suitable electronic means agreed by the Executive Committee in which each participant may communicate with all the other participants. A quorum for such meetings shall be 3.

(2) Special Executive Committee Meetings: A special meeting may be called at any time by the chairperson (if any) or by any two members of the Executive Committee upon not less than 48 hours' notice being given to other members of the Executive Committee of the matters to be discussed. But if the matters include the appointment of a co-opted member not less than 7 days' notice must be given. Members may participate in special meetings by acting in person or electronically or by any other means approved by the Executive Committee. A quorum for a special meeting shall be when 3 members are participating in the business of the meeting.

(3) All members of the Executive Committee shall retire from office at the end of the second annual general meeting after the date on which they came into office but they may be re-elected.

(4) Every member of the Executive Committee shall have one vote on any question to be decided at a meeting of the Executive Committee.

(5) Every matter shall be determined by a majority of votes of the members of the Executive Committee voting on any question but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote.

(6) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.

(7) The Executive Committee may delegate its powers to one or more sub-committees consisting of any two or more members of the Association for the purpose of making any inquiry or supervising or performing any function or duty which, in the opinion of the Executive Committee, would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any subcommittee shall be fully and promptly reported to the Executive Committee.

## **9) Property**

(1) All or any part of the property of the Association may be vested in not less than two holding trustees (or in a corporation entitled to act as custodian trustee) appointed by the Executive Committee, and such holding trustees shall hold such property and deal with it in a manner which is consistent with the objectives of the Association as the Executive Committee may from time to time direct. The powers, rights and duties of holding trustees so appointed shall be embodied in a trust deed to be approved by the Executive Committee and to be executed by the holding trustees. Provided they act only in accordance with the lawful directions of the Executive Committee, holding trustees shall not be liable for the acts and defaults of its members.

(2) The Executive Committee may at any time remove or replace any holding trustee and may appoint a holding trustee in place of any holding trustee who has retired, dies, refuses to act or has become incapable of acting.

(3) Any property, assets or contracts, including contracts of employment, held in the name of the Association and not vested in named holding trustees shall be deemed to be held jointly by the members of the Executive Committee for the time being.

## **10) Annual General Meeting**

The Executive Committee shall arrange an annual general meeting to take place within the first six months of each financial year. The purpose shall be:

- (1) to receive the annual report and statement of accounts;
- (2) to accept any resignations of members of the Executive Committee;
- (3) to elect new Executive Committee members and to vote, if necessary, on proposals.

At least 21 days notice of the annual general meeting is to be given to all members.

## **11) Special General Meetings**

The Executive Committee or any 12 members of the Association may call a special general meeting of the Association at any time. Providing that a request for such a meeting is made in writing, stating the business to be considered, the secretary or other person specially appointed by the Executive Committee shall call a meeting. At least 7 days notice must be given. The notice must state the business to be discussed.

## **12) Procedure at General Meetings**

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Association.
- (2) No general meeting shall proceed unless a quorum is present. There shall be a quorum when six members of the Association for the time being are present in person or by proxy.
- (3) Any question to be decided at a general meeting shall require a simple majority of those voting (in person or by proxy) on the issue.
- (4) General meetings shall be open to all members. Junior members shall also be entitled to attend and speak but not to vote.

(5) A member who cannot attend a general meeting may appoint whoever is chairperson of that meeting to act as proxy for him or her and shall provide written authorisation for the said chairperson so to act which must be received by the secretary before the commencement of the meeting and which must state whether the proxy is:

- (1) to vote this way or that on any particular resolution; or
- (2) permitted to vote in accordance with her or his own judgement.

### **13) Members' written resolutions**

(1) A written resolution is an alternative way of making individual decisions that would normally be made at a general meeting. Any decision that could be made at a general meeting of the Association may be made by written resolution, other than a decision to wind up the Association. A written resolution is made by circulating all members with a proposed resolution, either by post or electronically, and instructing them to indicate their approval if they wish to vote in favour of the resolution.

(2) The document indicating a member's approval of a written resolution must be sent to the Association by post or electronically. A member's agreement to a written resolution, once signified, may not be revoked.

(3) A written resolution is passed as soon as approval is obtained from a simple majority of the members eligible to vote.

(4) A written resolution lapses if the necessary number of approvals has not been received 42 days after the first day on which copies of the resolution were circulated to members.

### **14) Finance Amended 17th day of December 2016**

(1) All monies raised by the Association shall be applied to further the Objects of the Association and for no other purpose.

(2) The Executive Committee shall keep proper account of the finances of the Association and shall open a bank account in its name. All cheques drawn for an amount over £500.00 on that account must be signed by at least two members of the Executive Committee.

(3) The accounts shall be independently examined annually.

(4) The Association is not-for-profit, meaning no money can be raised from advertising fees nor money raised from external sales and services to non-members. Donations can be accepted from members and non-members alike.

### **15) Amendments to the Constitution**

The constitution may be altered by a resolution passed by a simple majority of the members voting (in person or by proxy) at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed. Alternatively, amendments to the constitution may be made by written resolution.

### **16) Rules or Bylaws**

The Executive Committee may from time to time make such reasonable and proper rules or bylaws as they may deem necessary or expedient for the proper conduct and management of the Association. The bylaws may regulate the following matters but are not restricted to them:

- (1) the admission of members of the Association and the rights and privileges of such members and the entrance fees, subscriptions and other fees or payments to be made by members;
- (2) the conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;
- (3) the procedure at general meetings and meetings of the Executive Committee and subcommittees in so far as such procedure is not regulated by this constitution;
- (4) generally all such matters as are commonly the subject matter of organisational rules. The Executive Committee or the members of the Association in general meeting shall have power to alter, add to or repeal the rules or bylaws and the Executive Committee shall adopt such means as they think sufficient to bring to the notice of the members of the Association all such rules or bylaws which shall be binding on all members of the Association: provided that no rule or bylaw shall be inconsistent with, or shall affect anything contained in, this constitution.

### **17) Dissolution**

If at any time a majority of the Executive Committee decides it is advisable to dissolve the Association, it shall call a meeting of all members of the Association of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. A simple majority of those voting (in person or by proxy) at such a quorate meeting shall confirm such a decision. Any equipment and/or monies left after the settlement of any proper debts and liabilities shall be donated to an organisation with similar aims and objectives, or, failing that, may be donated to such charitable organisation or organisations as the members shall decide.

*The constitution was approved by the Association on the 31st day of October 2007, and amended at the Annual General Meeting held on 15th October 2011.*

## **Rules or Bylaws: Freedom to Choose.**

As laid down by section 16 of the constitution.

### **Bylaw 1. Election procedure for Executive positions.**

As per Section 8.3, members of the Executive Committee must retire at the end of their second AGM in office and elections must be held. Adult fully paid up members of the association are permitted to stand for election including retiring Executive Committee members subject to any conditions set out below.

#### 1) Time Limits.

(1) The number of Executive vacancies created by retiring Committee members or newly created positions will be communicated to the membership either electronically or by post at least 45 days prior to the date of the AGM.

(2) Members who wish to stand for election should communicate their intention to the Chairman at least 30 days prior to the AGM to allow sufficient time for voting forms to be printed and circulated. Nominations received after this time will not be permitted to stand for election.

(3) As per Section 10 at least 21 days notice will be given for the final date of the AGM given consideration for all other time limits. Proxy votes can be made in person up until the end of the voting procedure at the AGM.

(4) The outgoing committee will serve in an advisory capacity for a minimum of 7 days after the AGM for the purposes of transition.

(5) Within 7 days of the AGM the new Executive Committee shall from within its numbers decide upon the positions of each new Committee member.

(6) The new Executive Committee shall not co-opt members as provided in Section 6.4 within 30 days of the AGM unless insufficient members were elected to fill all available vacancies.

#### 2) Nomination

Only self nomination to serve on the Executive Committee will be permitted. Nominations shall be to stand for election to the Executive Committee only and not for specific positions within that Committee. Only nominations received in writing either electronically or by post by the Chairman in accordance with the time limits above will be considered including retiring Committee members who wish to restand.

#### 3) Voting procedure.

(1) At the end of the AGM retiring members of the Executive Committee will step down and voting will take place. The number of retiring members will dictate the number of available positions at the elections unless new positions are communicated to the membership at the 45 day notification as set out in By Law 1.1.1 above.

(2) Fully paid up adult members are entitled to one vote either in person at the AGM or by proxy as set out in Section 6.1. Proxy votes will only be accepted in writing, either via the Chairman or other fully paid up member, and must contain the membership number of the person casting the vote. Proxy votes that are not made in writing or that do not state the membership number of the person casting the vote will be discarded. For members unable to attend the AGM proxy voting forms will be made available and issued on request, completed forms may be returned to the Chairman prior to the AGM or by such deadline communicated on the proxy form. The Chairman shall cast all valid proxy votes he has received at the AGM.

(3) Voting forms will contain the names of all nominees standing for election, members can vote for as many (up to the maximum number of vacancies) or as few of the nominees as they wish to stand on the Executive Committee and should follow any instructions given on the voting forms. Forms will be made available at the AGM for those who have not already voted by proxy.

(4) Standing members are permitted to vote for themselves.

#### 4) Eligibility

Any adult member of the association is eligible to stand for election to the Executive Committee subject to the limitations below;

(1) Members of the association who hold political office, or intend to run for political office for any party, are ineligible for Executive Committee positions.

(5) Results.

The vacancies on the Executive Committee will be filled by those nominees with the highest number of votes cast. The results of the vote shall be released as soon as possible after the AGM. In the event of a tie for the last vacancy on the Executive Committee all tied members shall be elected to serve.

*This bylaw was amended to the constitution on the 22nd day of August 2009*