



**CONSTITUTION**  
**AND**  
**STANDING ORDERS**

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Updated June 2008

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## **National Association Equipment Providers**

The constitution sets out how the Association operates, how decisions are made and the procedures that are followed to ensure the Council is efficient, transparent and accountable to the membership.

The Council is composed of ten members, also known as Executive Officers and each may be a representative of an internal sector of the Association in addition to holding a post that facilitates the external representation of NAEP.

Post holders are elected in accordance with section (7).

It is accepted as part of the terms of the constitution that the number of Council members will increase as new government initiatives take place and that will ensure the future development of NAEP. These additions will be posted on the NAEP Website and written expressions of interest with a current CV will be invited.

The maximum number of Council Members will be fourteen.

The Council currently has fourteen posts, which are covered by ten serving Executive Officers.

In addition, Representation at Council Meetings is made by the Chairs of the 5 four Special Interest Groups.

The constitution will be amended accordingly as per section (21).

All members of the Association shall be bound to adhere to the enclosed rules and standing orders.

### **Aim**

To support and share good practice to all members across the UK in the provision of equipment.

### **Objectives**

- To promote networking & communication between providers working in the field of equipment provision, commissioning and/or governance
- To provide a service to all groups working within the community equipment services; including management, clinical, administration, decontamination and logistics.
- To receive and interpret Government Papers
- To inform members of all new legislation and white papers for both Health & Social Care
- Where appropriate to discuss any draft Health & Social Care Government Papers and make recommendations on behalf of members
- To broaden the knowledge base of the Association members through education and information services
- Promoting fellowship between service providers through the formation of Regional Groups and Special Interest Groups whose activities network across the UK
- To strengthen links between members, users, carers and other complimentary services throughout the UK
- Identifying future needs for the supply of community equipment services to users

The Aim and Objectives underpin the work of the Association at National and local level.

## 1. Membership Categories

Membership will be open to all personnel working in the field of equipment provision, commissioning or governance.

### **Level 1 - Individual Membership:**

Full membership is open to commissioners and practitioners working within equipment services and all individuals who work directly within an organisation or sector whose primary purpose is to supply equipment within the community to enable health and social care to meet their statutory duties, whether that organisation is statutory, voluntary or public sector.

Individuals with this category of membership may wish to undertake a Level 4 Collective Membership where the organisation has or wishes to enroll five individuals for NAEP membership.

### **Level 2 - Affiliate Membership:**

Affiliate membership is open to all professionals and individuals working in the commercial / private sector.

Existing members will have received a renewal invoice classifying their membership as Affiliate. Existing affiliate members may choose to upgrade to the Level 5 Supplier & Manufacturer Membership.

### **Level 3 - Honorary Membership:**

Honorary membership may be conferred on individuals in recognition of their services to NAEP or their contribution to community equipment services.

Members nominating a particular candidate should ensure that the candidate fits the criteria and has either;

- Made a substantial contribution to the work of NAEP
- Made a substantial contribution to community equipment services throughout the UK
- Made a substantial contribution to the education of the community, such as policy formulation, public awareness etc

### **Level 4 - Collective Membership:**

Collective membership is open to all individuals who work directly within an organisation or sector whose primary purpose is to supply equipment within the community to enable Health and Social Care to meet their statutory duties whether that organisation is statutory, voluntary or public sector.

Level 4 membership facilitates an organisation to have five employees from their organisation to be named individual members of NAEP, for the price of four individual memberships.

All five individuals will each receive the same benefits as an Individual Membership entitlement.

### **Level 5 – Supplier & Manufacturer**

Supplier & Manufacturer membership is open to all commercial partners (manufacturers & suppliers) in the private sector who wish to align themselves with NAEP and benefit from a closer working relationship.

This category of membership has been designed to offer specific benefits in acknowledgement for the loyal support of NAEP by our commercial partners.

### **Level 6 – Retail Membership**

Retail membership is open to all individuals who work directly within a retail organisation or sector whose primary purpose is to supply equipment within the community to enable Health and Social Care to meet their statutory duties whether that organisation is statutory, voluntary or commercial/private sector.

Level 6 members may be invited by Regional Group Chairs to attend Regional Meetings as appropriate. Existing Members from the Retail Sector (previously allocated an Affiliate Membership) will automatically be reclassified to Retail Membership.

NAEP Membership Categories:

<b>Membership Level</b>	<b>Individual Membership</b>	<b>Collective Membership</b>	<b>Honorary Membership</b>
<b>Criteria:</b>	<b>Public Sector</b>	<b>Public Sector</b>	<b>Public Sector</b>
<b>Benefits:</b>			
Membership of Regional Group:	Yes	Yes	Yes
Membership of SIG:	Yes	Yes	Yes
Conference Delegate Place:	Yes	Yes	Yes
Preferential Exhibitor Conference Rates:	n/a	n/a	n/a
Full Website Access:	Yes	Yes	Yes
Inclusion in NAEP information updates:	Yes	Yes	Yes
Inclusion in internal NAEP communications:	Yes	Yes	Yes
Subscription to ESJ:	Yes	Yes	Yes
Voting Rights:	Yes	Yes	Yes
Regional & SIG Sponsorship with preferential venue rates:	n/a	n/a	n/a
NAEP Website Link:	n/a	n/a	n/a
<b>Membership Level</b>	<b>Affiliate Membership</b>	<b>Supplier/Manufacturer Membership</b>	<b>Retail Membership</b>
<b>Criteria:</b>	<b>Private Sector</b>	<b>Private Sector</b>	<b>Private Sector</b>
<b>Benefits:</b>			
Membership of Regional Group:	No	No	No
Membership of SIG:	No	No	No
Conference Delegate Place:	No	No	Yes
Preferential Exhibitor Conference Rates :	No	Yes	Yes
Full Website Access:	Public Area Only	Public Area Only	Public Area Only
Inclusion in NAEP information updates:	No	No	Yes
Inclusion in internal NAEP communications:	No	No	No
Subscription to ESJ:	Yes	Yes	Yes
Voting Rights:	No	No	No
Regional & SIG Sponsorship with preferential venue rates:	No	Yes	No
Website Link:	No	Yes	No
Use of NAEP Logo: Only as issued by NAEP and under the terms specified	No	Yes	Yes
Access to Conference Programme for Exhibitors *	n/a	Yes	n/a
* Subject to availability and all delegates being fully accommodated within Conference Auditorium			

## **2. Application for Membership**

**2.1** Applications for Full, Corporate, Collective and Retailer Membership should be submitted in writing on the appropriate form, or via the application form on the NAEP website. The Association reserves the right to vet applications. In the case of an application being declined the applicant will be given a reason.

## **3. Honorary Membership**

**3.1** Nominations for future Honorary Members must be submitted to the secretary by 1 December in any given year.

**3.2** Proposals together with the name and membership number of the person proposing should be submitted in writing with an appropriate justification to the membership administrator to be placed before the Full Council to determine acceptance. If the Council judges the nominee's merit such an award, the award/s will be presented to the nominee/s at the annual conference. The Council will award a maximum of two honorary memberships per year as appropriate and the decision of the Full Council is final.

## **4. Termination of Membership**

**4.1** Any members wishing to terminate their membership shall inform the Membership Administrator for the Association in writing (or by email), and shall return all property belonging to the association that may have been loaned or placed in the care of the member.

**4.2** In the event of 4.1 any outstanding membership term/time is not transferrable to another person.

## **5. Subscriptions**

**5.1** Annual Subscriptions of an amount determined by the Full Council will be received yearly and shall be payable by each member in advance. All subscriptions will attract Value Added Taxation at the prevailing rate.

**5.2** Annual Subscription shall become due on 1st April each year. Such subscription shall be paid by Bank Direct Debit or other recognised means in the amounts duly determined as in sub clause (a) of this clause.

**5.3** A member's subscription entitles that member to all privileges of such membership, relative to the paid-up membership category, for one full year, except in circumstances contained within sub clause (d) of this clause.

**5.4** Where a member joins within the normal year of membership (i.e. 1st April to 31st March) then the full years subscription will be payable.

**5.5** The Association reserves the right to offer preferential time spans for membership, which will normally be reserved for applications received after 10 months of the start date of a new membership year. This clause is not binding and will be at the discretion of the full Council.

**5.6** The Association reserves the right to review membership applications and to offer the most appropriate membership level to that which has been applied for.

**5.7** The Association reserves the right to amend and update the benefits for each of the Membership Levels offered, provided that this not a lessening of the benefits enjoyed by members within the Individual and Collective Membership categories. If any such amendment or update is likely to cause such a compromise then the Council will be required to canvass the views of the members within these categories prior to implementation.

## **6. The National Council**

The National officers of the above shall be full members of NAEP:

- Chair
- Vice Chair
- Treasurer
- Membership Administrator and Secretary to the Council
- Honorary Legal Advisor
- Clinical Representative
- Health Representative
- Social Care Representative
- Voluntary Sector Representative
- Service Development Officer
- Regional Coordinator - England  
Regional Chair – Scotland  
Regional Chair – Wales
- Education Special Interest Group Chair
- Conference Special Interest Group Chair
- Clinical & Prescribers Special Interest Group Chair
- Communications Special Interest Group Chair

**6.1** In the event that the post of Honorary Legal Advisor is not filled, then a Legal Representative will be appointed as an additional National Officer.

## **7. Election of Council Members**

**7.1** National Officers shall be elected at the Annual General Meeting in each year and will present themselves for re-election at the end of the three years and annually thereafter.

**7.2** The Chair, Vice Chair, shall be elected by the Council and will present themselves for re-election at the end of three years and annually thereafter – which means:

**7.3** There is no limit on the length of term that an officer may serve providing that the re-election process outlined in 7.1 is observed and the officer is still actively involved in the provision, commissioning or governance of the service and continues to promote the aims and objectives of the organisation.

**7.4** Nominations for Members of the Council (except the Chair and Vice Chair, Service Development Officer and Membership Administrator) must be submitted in writing, on a form designated for that purpose which shall be signed by the Proposer and the Secunder of the nominee who must be full members of the Association. Such nominations shall be accompanied by a Curriculum Vitae and photographs, which may be utilised by the Secretary in the Association's national journal. The Secretary shall acknowledge receipt of the proposal.

## **8. Disqualifications or Retirement of National Officers**

**8.1** The Full Council reserves the right to remove officers from the Full Council where circumstances dictate this course of action. This would normally only occur if the aims and/or objectives of the organisation were compromised.

**8.2** Any member of NAEP who is no longer actively involved in the provision, commissioning or accreditation of equipment services will be ineligible to serve on the Full Council or hold the post of National Officer. In this event, his/her seat on the Council shall thereupon be vacated.

**8.3** Where an elected Member of the Council has been absent from three consecutive ordinary meetings of the Council, to which he/she has been summoned, the Council shall invite an explanation and declare his/her seat has been vacated unless satisfied that the absence was due to reasonable cause.

**8.4** A Member of the Council may, at any time, by giving notice in writing signed by him/her and delivered to the Secretary of the Committee, resign their office.

## **9. Method of Filling Vacancies**

**9.1** Where by reason of the resignation, death or disqualification of an elected Member of the Council a vacancy in the membership of the Council occurs, the Council may, within a reasonable period after its occurrence, appoint a person with the necessary qualifications from within the Council to fill the vacancy.

**9.2** Pending any such appointment, the proceedings of the Council shall not be invalid by reason of such vacancy.

**9.3** The person so appointed shall hold office for the remainder of the period for which the vacancy has occurred.

**9.4** The Secretary to the Council shall, as soon as practical, inform the NAEP membership of the names and contact details of the persons appointed to the Council and of changes arising from vacancies in the membership of the Council.

## **10. Administration**

**10.1** Subject to the rules herein of the Association all property of the Association will be administered and managed by the Council constituted by clause 6 of this constitution.

## **11. Power**

**11.1** In furtherance of the objectives but not otherwise, the Full Council may exercise the following powers.

- i.** In raising funds, the Full Council shall only undertake such training activities consistent with the Aims and Objectives of the Association and all such activity shall conform to any relevant requirements of the Law.
- ii.** Power to raise funds through subscriptions as determined annually by the Full Council constituted by clause 5 of this agreement.
- iii.** Power to purchase, lease or rent property as necessary for the achievement of the Aim and Objectives of the Association.
- iv.** The Association will have the power to employ paid or contract staff in furtherance of the Administration or trading activities of the Association.
- v.** Power to employ or procure specialist advice from others in furtherance of the objectives of the Association.
- vi.** Power to appoint Sub Committee's or constitute Regional Groups where such powers would further the Aim and Objectives of the Association.
- vii.** Power to co-operate with other groups or exchange information with them where this would further the Aim and Objectives of the Association.

## **12. Meetings and Proceedings of the Full Council**

- i. The Full Council shall hold at least five ordinary meetings each year, one of which will be entitled the Annual General Meeting.
- ii. The Chair shall be present and act as Chair at meetings. If the Chair is absent then the Vice-Chair takes up the duties and responsibilities of the Chair.
- iii. There shall be a quorum when at least one third of members of the Full Council are present at a meeting.
- iv. Every matter shall be decided by a majority of votes of the members of the Full Council present and voting on the question. In the case of equality the Chairman shall have a second or casting vote.
- v. The Full Council shall keep minutes of all meetings that follow the proceedings of the Full Council or any Sub Committee.
- vi. The Full Council will from time to time make or alter rules for the conduct of the Association. No rule may be made which is inconsistent with this constitution.
- vii. The Chairman may call extraordinary meetings at anytime subject to not less than 14 days notice being given, stating the time and place of the meeting and the objects for which it has been summoned.
- viii. The Chairman, if requested so to do by not less than two thirds of the Members of the Council, summon an extraordinary meeting, subject to not less than 14 days notice being given, stating the time and place of the meeting and the objects for which it has been summoned.

## **13. Annual General Meetings**

**13.1** An AGM of the Association shall be held each year to transact the following business.

**13.2** To receive and, if approved, to adopt an annual report and an audited statement of the accounts to the end of the last proceeding financial year.

**13.3** To elect an auditor who shall be a Chartered Accountant.

**13.4** To elect Council members or to confirm that they remain in office.

**13.5** To receive and consider any special matters or resolution which the Council wishes to bring before the members.

**13.6** Motions shall be forwarded by the Membership of the Association to the Secretary not less than two months before the date of the Annual General Meeting.

**13.7** Any motion not so received may be put to the Annual General Meeting, by voting members only, if a majority of the Members present and voting so resolve.

**13.8** A notice convening any Annual General Meeting shall be sent (together with the annual report and statement of the accounts of the Association in the case of the Annual General Meeting) to all members not less than 28 days before the meeting and shall specify the business thereof.

**14. Voting at General Meetings**

**14.1** At any General Meeting, any resolution put to a vote of the meeting shall be decided on a show of hands unless a ballot is (before or on a declaration of the result of the show of hands) demanded by at least 10 members present in person.

**14.2** Unless a ballot is demanded, a declaration by the Chair of the meeting that a resolution has, by a show of hands, been carried or lost shall and be conclusive proof as to the passing or loosing of such a resolution.

**14.3** On a ballot at any Annual General Meeting (be it for individual or local), votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer and in the following form or a form as near thereto as circumstances permit.

<p><b>National Association Equipment Providers:</b></p> <p><b>I / We</b> of.....being a member/ voting representative of the National Association Equipment Providers, hereby appoint.....  of.....  or failing him/her..... of .....  as my/our proxy to vote for me / us on my / our behalf at the General Meeting of the Association to be held on the .....day of .....20..... and at any adjournment thereof.</p> <p><b>Signed</b>..... this.....day of..... 20.....</p>
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Unless otherwise instructed in writing the proxy will vote as he or she thinks fit.

**14.4** The instrument appointing a proxy shall be deposited with the Secretary not less then 48 hours before the time of holding the meeting at which the person named in the instrument proposes to vote and, in default, the instrument of proxy shall not be treated as valid. A proxy must be a fully paid up member of the Association.

**14.5** Fully paid up Members within the Individual, Collective and Honorary Membership categories in accordance with the table in section 1 only shall be entitled to vote

**14.6** The Chair of any General Meeting shall have a second and casting vote in the event of equality of votes on any resolution.

## **15. Regional Groups**

**15.1** The Council sanctions the establishment of Regional Groups to oversee the work of NAEP within their locality.

**15.2** The Terms of Reference for Regional Groups shall be clearly defined by the Council and made available to the membership. The Terms of Reference will serve as a working document and point of reference for the operation of Regional Groups. *Unless otherwise directed by the Council all Regional Groups shall elect their own Chairperson and Vice Chair, who must each be a fully paid up member of the Association. All groups shall have a nominated Secretary who shall also be a fully paid up member.* The Chair, Vice Chair, shall be elected by the Regional Group and will present themselves for re-election at the end of three years and annually thereafter – which means:

**15.3** There is no limit on the length of term that an officer may serve providing that the re-election process outlined in 15.2 is observed and the officer is still actively involved in the provision, commissioning or governance of the service and continues to promote the aims and objectives of the organisation.

**15.4** Nominations for Officers of the Regional Groups shall be submitted in writing, on a form designated for that purpose which shall be signed by the Proposer and the Secunder of the nominee who must be full members of the Association. Such nominations shall be accompanied by a Curriculum Vitae and photographs, which may be utilised by the Secretary in the Association's national journal. The Secretary shall acknowledge receipt of the proposal

**15.5** Fully paid up members of NAEP become entitled to exercise the benefits of membership as within the table in section 1. They may join a Regional Group if so entitled and remain members of such a group providing they remain fully paid up members.

**15.6** Vacancies for elected posts occurring on any Regional Group should be notified to Local Secretaries to invite nominations from the membership.

**15.7** Regional Groups shall meet as often as necessary to conduct the business for which purpose it was formed and where possible, meetings shall be held at a suitable location and the number of meetings should be planned in advance to enable the financial implications to be determined.

**15.8** Regional Group minutes should be sent to the Regional Coordinators as soon as practicable, an appraisee of these minutes will be produced by the Regional Coordinators and presented at the Council Meeting with a copy forwarded to the Communication SIG Group Chair for inclusion in the Equipment Services Journal.

**15.9** Sponsorship should be sought wherever possible for group meetings. Expenditure should be kept to a minimum and in the event of extraordinary costs being incurred prior notification should be given to the respective Regional Coordinator.

## **16. Establishment of Sub Groups / Special Interest Groups**

**16.1** The Council will have the power 11 (vi) to appoint Sub Groups where specialist advice or assistance is required in furtherance of the Aims and Objectives of the organisation.

**16.2** There shall be a written 'Terms of Reference' to control the work of the Sub Groups. The Sub Groups will be time limited.

**16.3** Sub Groups / Special Interest Groups will be bound by the same requirements as clauses 15.2 – 15.9 in relation to the election of posts and the conduct of the Group.

**16.4** The Chair of the Sub Group / Special Interest Group will seek to have the membership of the group made up from at least one member from each of the NAEP Regional Groups. The Chair reserves the right to have two members from the same Regional Group where either the speciality of that members knowledge is viable, that members area of practice is sufficiently different as to enhance the work of the group, or where the opportunity for representation from all the Regional Groups has not been taken up.

## **17. Co-opted Members**

**17.1** The Council shall have the power 11 (v) to co-opt additional members or employ specialist advice in the furtherance of the Aims and Objectives of the Association.

## **18. Finance**

**18.1** The Council shall have sole control and management of the income and property of the Association and the exclusive right appointing, removing and of prescribing any respective duties in accordance with the Financial Standing Instructions

**18.2** The income and property of the Association and all money received on behalf of the Association shall be applied solely towards the furtherance, promotion and execution of the objectives of the Association and no portion thereof shall be paid by way of dividends, bonus, or profit to any member of the Association, provided that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses to a member of the Association or other person, for services actually rendered by him/her or them to the Association.

**18.3** For the purpose of collecting members' subscription by Bank Direct Debit, the Council from time to time authorise not more than four and not less than two officers or members of the Association on its behalf to sign an indemnity or indemnities in favour of the bank of the Association in such form as shall be approved by the Council and such officers or members shall be effectually indemnified by the Council against any liability, costs expenses and payments whatsoever which may be properly incurred or made by them in relation to such indemnity or indemnities.

**18.4** All monies payable to the Association shall be received by the Treasurer or such other officer or such bank as shall be appointed by the Council to receive the same. All funds belonging to the Association shall (unless invested) be deposited into a banking account in the name of the Association and no sum shall be drawn from this account except by cheque signed by such person or persons as the Council may direct. The Council as herein authorised may invest any monies not required for immediate use. The Council shall cause the Association to keep proper accounting records, which show and explain its transactions and disclose with reasonable accuracy, at any time, its financial position.

**18.5** The financial year of the Association shall end on 31st December.

**18.6** The Council shall prepare, in respect of each financial year, annual accounts, which give a true and fair view of the financial position and of the Association's income, and expenditure for the Associations agreed financial year-end.

So far as is possible and appropriate, these accounts shall comply with the accounting provisions of the Companies Acts and with generally accepted accounting principles as would apply to a limited company of the same size as the Association, save that the income and expenditure accounts shall give a full analysis of the income and expenditure of the Association analysed under appropriate headings.

**18.7** Financial decisions regarding sums of money under £500 may be authorised by the Chair without the Approval of the Council. Sums in excess of £1000 will require the approval of the Council. All expenditure shall be within the objectives of NAEP.

**18.8** The Council shall make the audited accounts available under the Freedom of Information Act 2000.

**18.9** The Association shall appoint appropriately qualified Auditors to hold office from one Annual General Meeting to the next. The Council shall determine the Auditors' remuneration.

## **19. NAEP Emblems, Trademark or Letter Heading**

The Full Council must approve the use of the National Association Equipment Providers emblems for any items produced for sale.

## **20. Notices**

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate any proceedings or resolutions at any meeting of the Association or any committee thereof.

## **21. Alterations to the Constitution & Standing Orders**

The Constitution and Standing Orders of the Association may be altered at and only at an Annual General Meeting or Extraordinary General Meeting.

In order to effect an alteration to the Constitution and Standing Orders, at least two-thirds of the members present in person or by proxy shall vote in favour of the proposed change. No amendment to any proposed alteration shall be allowed.

### **21.1. Interpretation**

If there should be any ambiguity or difference of opinion concerning the purpose or interpretation of this Constitution and Standing Orders, reference shall be made in writing to the Membership Administrator and Secretary, who shall refer the matter to the Full Council. The decision of the Full Council shall be final and binding to all parties.

### **21.2. On Joining**

All members shall be given a copy of the Constitution and Standing Orders on joining the Association. For existing members, this document will be available on the Associations website. This document will also be sent out with all renewals of membership as appropriate.

## **22. Equality and Diversity**

All members will be treated with respect regardless of race, disability, language, culture, religion, sexuality, age or gender.

## **23. Disclosure of Members Details**

The Association will observe the protection of all member details in accordance with the Data Protection Act 1998.