

## Independent Mental Health Network (IMHN) Bye Laws

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## Bye Law 1: Conditions and Benefits of Membership

### 1. Types of Membership

- (a) **Independent Mental Health Network (IMHN)** shall have a branch membership, of which there will be full membership and an associate membership within the branch membership.
- (b) Where a person joins branch of IMHN, they are also joining IMHN under the membership class that they join the branch of IMHN.
- (c) Where a person wishes to become a member of IMHN, however there is no current active branch in their area, shall not be excluded from joining IMHN as a full member or associate member.
- (d) Carers can become full members of a branch that is setup specifically to represent the voices of carers, however can only become associate members of branches setup specifically to represent the voices of users of mental health services.

### 1.1 Branch Membership

- (a) IMHN shall have branches that can set up to represent the voice of service users in different areas.
- (b) Any branch that sets up will require the approval of a meeting of the Board of Trustees to become a member branch.
- (c) A branch will be required to adopt these bye-laws as well as the constitution, which agrees to carry out the business of the branch within the rules set out in this constitution and any additional policies and procedures that may arise or have been agreed by the Board of Trustees.
- (d) A branch will be able to set up with a branch name that helps it to identify with the area in which it exists, pending agreement with the Board of Trustees.
- (e) A branch will be able to adopt its own branch constitution, subject to the following conditions:
  - (i) The branch constitution will not be in breach of any requirement of the Charities Act 2011.
  - (ii) In the event that there is a conflict between the branch constitution and the IMHN constitution and/or its Bye Laws, the IMHN constitution and/or its Bye Laws will take precedent.
- (f) Any funding secured specifically for work by a branch will not be transferred to another branch except in exceptional circumstances and with agreement of the funder.

### 1.12 Current recognised branches

- (a) The following branches of IMHN are currently recognised as existing (in the order that they joined IMHN):
  - (i) Bristol Independent Mental Health Network (BIMHN)
  - (ii) South Gloucestershire Independent Mental Health Network (SGIMHN)
  - (iii) North Somerset Independent Mental Health Network – Clarity (NSIMHN – Clarity)

### 1.13 Full Membership

Criteria:

- (a) This can be through a group membership or an individual membership.
- (b) There will be **2 places as full members for every User-led group and User –led Self Help Group within the defined boundary area**. The representatives will be decided by each group through a democratic process, with evidence of this being provided to the IMHN branch committee, or its nominee upon request. It is the responsibility of these representatives to feedback between their group and IMHN/a branch of IMHN.
- (c) People who meet the criteria in sub-clause (e) **(who are not representing a group) can, if they wish, apply to become full members**.
- (d) Application to be decided by a majority vote of the committee for individuals in line with the agreed process for becoming a member. For an application from a group, this will be decided by a majority vote at a general meeting of a branch of IMHN and after a minimum of two attendances at the monthly meeting.
- (e) Criteria for individual membership are:
  - (i) The individual will usually be living in; or registered with a GP practice in; or accessing Mental Health services in the defined boundary area that the branch has been formed in; and
  - (ii) Are over the age of eighteen; and
  - (iii) An individual who has ever used Mental Health services; or
  - (iv) An individual who is currently using Mental Health services; or
  - (v) An individual currently trying to access Mental Health services; or
  - (vi) An individual who self-defines as having had or currently having Mental Health issues.
- (f) Staff of Mental Health services may apply to become full members if they meet the criteria outlined in **sub-clause (e)**; but must be attending meetings in the capacity as outlined in the aforementioned section.
- (g) **Full membership** will allow speaking rights and a vote at meetings, including Annual General Meetings, and the potential to stand for election as officers.

### 1.14 Associate Membership

Criteria:

- (a) This can be through an individual membership only.
- (b) People who do not meet the criteria to become full members can apply to become associate members. Application to be decided by a majority vote of the committee for individuals.
- (c) Associate members will also not be allowed to stand for election as officers or vote for those standing for election as Officers.
- (d) Associate membership will allow a vote on general matters at meetings; however this will not include any changes to the constitution, role descriptions of officers, or the policies and procedures of IMHN.
- (e) Associate membership will allow for speaking rights at meetings.

### **1.15 Expectations of Membership**

- (a) All attendees and members are expected to contribute to information and debate about mental health services.
- (b) All full members and associate members are expected to adhere to the policies and procedures as laid out in the IMHN Policies and Procedures document.
- (c) People who do not meet the criteria to be full members of a branch, including carers and mental health staff, can be invited to attend part or all of a meeting, but will not be able to vote.

### **2. Cancellation of Membership**

- (a) A member may cancel their membership from IMHN by writing to the branch Secretary.
- (b) A member shall have been deemed to have cancelled their membership with immediate effect should they withdraw their consent for IMHN or one of its branches to process their personal data in line with applicable laws.
- (c) **IMHN** shall have the power to end or suspend membership in the event of direct contravention of its Aims and Objectives or its policies.
  - (i) There shall be an offer of a right of appeal before membership is ended, in accordance with the constitution.
  - (ii) The group will have policies and procedures to deal fairly and transparently with this which will include the option of independent mediation.

### **3. Equal Opportunities Statement**

- (a) When considering membership applications and in line with the Equality Act 2010, IMHN will not discriminate on grounds of: gender, race, colour, ethnic or national origin, sexuality, disability, religious or political belief, marital status or age (in line with the rest of the provisions as outlined in Bye Law 1).

### **4. Conditions of Membership**

- (a) The above benefits of all members are conditional on the proper conduct of members and such benefits may be suspended or withdrawn in accordance with IMHN policies and procedures.

## Bye Law 2: Election Rules

### 1. Election of Trustees

- (a) Trustees will be elected at an Annual General Meeting or Extraordinary General Meeting of IMHN.
- (b) As per the constitution, elected Charity Trustees will be elected for a period of one year and can be re-elected at the end of each year.
- (c) Any one person may only serve as an elected Charity Trustee for a continuous period of four years.
- (d) Each nominee must have one proposer and one seconder, who must be full members of a branch of IMHN.

### 2. Election of Branch Officers

- (a) Branch Officers will be elected at an Annual General Meeting or Extraordinary General Meeting.
- (b) All officers will be elected for a period of one year and can be re-elected at the end of each year.
- (c) Any one person may only serve as a Branch Officer for a continuous period of four years, irrespective of the role held.
- (d) Each nominee must have one proposer and one seconder, who must be full members of **the IMHN branch in the defined boundary area.**

### 3. Nominations

- (a) Nominations may be sent in writing or email to the Secretary, or made known to the Secretary (or the person acting in that capacity, or their nominee) by the start of the election process at the Annual General Meeting. Nominees should be at the Annual General Meeting if possible.
- (b) Each nominee must have one proposer and one seconder, who must be full members of **IMHN, or in the case of branch officer elections, must be full members of the branch in which the nominee is seeking election in.**

### 4. Voting Procedure for elections

In addition to the provisions laid out in the constitution:

- (a) The election of branch officers and trustees will normally take place by secret ballot.
- (b) In a contested election a nominee will have the option to make a brief written or spoken statement and ask for secret ballot (See voting procedure above).
- (c) If an elected officer resigns during the course of the year, the branch committee shall have the power to appoint an interim replacement until the next Annual General Meeting.
- (d) In the event of a tie, lots will be drawn to determine the winner.

## Bye Law 3: Meeting Rules

### 1. Monthly Business Meeting

- (a) Branches are required to hold monthly Business Meetings.
- (b) The Secretary *or their designated nominee* will be responsible for calling monthly Business Meetings if they have not been arranged at the previous meeting. In an emergency or in the absence of action by the Secretary to call meetings, it will be possible for 10% of full members to call a meeting.
- (c) At least **two weeks' notice** of a Business Meeting must be given. This notice should include: location, date and time of when the general meeting is taking place.
- (d) An agenda will be circulated no later than five days in advance of the meeting.
- (e) The Secretary will be responsible for ensuring that the minutes are taken and made available for all members of **the branch** to read on request. The minutes may be circulated by e-mail or post. If the minutes are circulated, they should be sent to all members who have attended or sent apologies to that meeting.
- (f) Business Meetings may also appoint sub-groups to carry through particular activities.

### 2. Annual General Meeting (AGM)

- (a) In addition to the provisions of the constitution, **the branch** will hold a General Meeting within 6 months of the end of the financial year.
- (b) Notice shall be given by the Secretary in accordance with the provisions of the constitution.
- (c) In line with the constitution, a quorum at an AGM will be 10% or 8 members of the recognised full membership, whichever is the greater.
- (d) At this meeting:
  - (i) The officers will present Annual Reports, including the Treasurer's report.
  - (ii) New officers will be elected.
  - (iii) Resolutions may be put.
  - (iv) Minutes will be taken.

### 3. Extraordinary General Meeting (EGM)

- (a) The Membership Meeting or 10% of full members may call an Extraordinary General Meeting to discuss issues of special concern.
- (b) Proper notice must be given for an EGM and minutes must be made by the Secretary.
- (c) In line with the constitution, a quorum at an EGM will be 10% or 8 members of the recognised full membership, whichever is the greater.

### 4. Resolutions to a General Meeting (EGM or AGM)

- (a) There will be an opportunity for resolutions to be put to the AGM. The procedure for putting a resolution shall be as follows:
  - (i) Only full members may put resolutions to a general meeting.

- (ii) Resolutions should reach the Secretary one week before the AGM
- (iii) It will be possible for full members to put emergency resolutions before a General Meeting itself, provided 90% of members present at the Annual General Meeting agree to this.
- (iv) Resolutions will be considered to have been passed if they are supported by a simple majority vote by full members present at a General Meeting.

#### **5. Voting procedure governing voting on resolutions**

- (a) The business meetings will conduct business on the principle of gaining consensus on issues where possible.
- (b) Where a need arises, a vote shall be conducted, with each full member having one full valid vote each.
- (c) Voting will be by a show of hands, unless a request for a secret ballot is supported by 10% of those present at the meeting.
- (d) In the event of a tie the Chair(s) of **IMHN branch** will have a casting vote.

## Bye Law 4: Board of Trustees

### 1. Trustee Year

- (a) Elected Trustee Term of Office commences from 1<sup>st</sup> January for 1 year.
- (b) Ex Officio Trustee Term of Office commences from 1<sup>st</sup> January for 1 year.
- (c) Independent Trustee Term of Office commences on ratification from a General Meeting of IMHN for up to 3 years.

### 2. Board members

- (a) In accordance with the provisions laid out in the constitution, the Board of Trustees will be made up of the following:
  - (i) Up to three elected Trustees from the membership
  - (ii) Up to four “Ex Officio” Trustees:
    - a Chair
    - b Treasurer;
    - c Representation & Accountability Officer;
    - d Engagement Officer;
  - (iii) Up to six Independent Trustees (“Nominated Charity Trustees”), two of which must be current full members of IMHN for the duration of their appointment.
  - (iv) There must be no more than twelve trustees on the Board at any one time.
  - (v) The trustees that are members of IMHN must, at all times, be in the majority on the Board of Trustees.

### 3. Function

- (a) The Board’s powers under the constitution shall include, but not be limited to responsibility for:
  - (i) The governance of IMHN;
  - (ii) The budget of IMHN;
  - (iii) The strategy of IMHN;
  - (iv) Appointment of clerk to the Board of Trustees.

### 4. Frequency

- (a) Trustee meetings are to take place at least four times a year.

### 5. Quoracy

- (a) Quoracy of Trustee meetings shall be 50% + 1, including a minimum of two “Ex Officio” Trustees.



## 6. Sub Committees of the Board of Trustees

### 6.1 Finance Committee (a)

#### Membership:

- (i) Chair;
- (ii) Treasurer;
- (iii) Representation & Accountability Officer;
- (iv) Engagement Officer;
- (v) 1 x Elected Trustee;
- (vi) 1 x Nominated Trustee;
- (vii) Clerk to the Board of Trustees.

#### (b) Function:

- (i) Monitor the finances of IMHN;
- (ii) Approve variations to budgets;
- (iii) Advise the Board of Trustees on financial matters;
- (iv) Any other functions identified in the financial regulations of IMHN;
- (v) To report back to the Board of Trustees.

#### (c) Quoracy:

- (i) Quoracy of Finance Committee meetings shall be 50% + 1 of those in post.

### 6.2 Appointments Committee

#### (a) Membership:

- (i) Chair
- (ii) Other "Ex Officio" Trustee
- (iii) 1 x Elected Trustee
- (iv) 1 x Nominated Trustee

#### (b) Function:

- (i) To make recommendations to the Board of Trustees on appointments;
- (ii) To approve the appointment of auditors;
- (iii) To recommend the appointment of Nominated Trustees and other Trustees where vacancies appear during a term of office (see main constitution);
- (iv) To report back to the Board of Trustees.

#### (c) Quoracy:

- (i) Quoracy of the Appointments Committee meetings shall be 50% + 1 of those in post.

## 7. Resolutions

- (a) Resolutions to be passed at meetings of the Trustee Board must be submitted to the clerk to the Board two weeks ahead of the meeting.

- (b) Proposed resolutions will then be discussed at the meeting and where possible agreed by reaching consensus.
- (c) Where this is not possible, a majority vote can be used to pass a resolution.

#### **8. Termination of role as Trustee**

- (a) In addition to the provisions laid out in the constitution, trustees may terminate their role/have their role terminated by:
  - (i) An outcome to a disciplinary investigation of the trustee board into the conduct of one of the trustees whereby the outcome of the investigation has found gross misconduct.
  - (ii) By giving a minimum of one month notice to the Chair of the Board.
  - (iii) By a two thirds majority vote at an AGM or EGM to remove a Trustee from their role.

## Bye Law 5: Complaints, Grievance, Disciplinary and Appeals Procedure

### 1. Definitions

- (a) The member making the complaint shall be referred to in this document as the “complainant”.
- (b) The member being complained about shall be referred to in this document as the “respondent”.
- (c) For the purpose of this Bye Law, the term “Committee” shall refer to those duly elected in the roles in a branch committee.
- (d) For the purpose of this Bye Law, the term “Board of Trustees” shall refer to the Board of Trustees of IMHN.
- (e) Behaviour which may result in investigation includes (but is not limited to):
  - (i) Bringing IMHN or one of its branches into disrepute;
  - (ii) Behaviour which may be in breach of the Constitution, Bye Laws, Policies and Procedures of IMHN;
  - (iii) Threatening behaviour towards another member and/or guest at the meeting, this may be verbal, non-verbal or physical;
  - (iv) Theft, including intellectual property;
  - (v) Assault of members and/or a guest at the meeting;
  - (vi) Bringing malicious/vexatious complaints as part of this process.

### 2. Application

- (a) This Bye Law applies equally to all members of IMHN.
- (b) This Bye Law covers (but is not limited to) actions that occur:
  - (i) On any IMHN premises;
  - (ii) At a meeting of IMHN or one of its branches;
  - (iii) While representing IMHN on activities including (but not limited to): representation of IMHN at meetings, carrying out performance management activities, service evaluation, meetings with funders;
  - (iv) By a guest(s) of a member;
  - (v) That at any time may be considered to have brought IMHN or one of its branches into disrepute.

### 3. Non-Disclosure

- (a) In order to ensure the safety and dignity of our members, the nature and contents of the complaint will not be discussed with any individual not directly connected to the complaint under any circumstances, irrespective of whether the complaint is formal or informal.

#### **4. Informal Stage**

- (a) Where possible, the committee will attempt to deal with the matter promptly and informally in the first instance.
- (b) Anyone that feels they wish to make a complaint and/or register a grievance should, in the first instance, bring the incident to the attention of a member of the IMHN branch committee to address it if the complainant feels comfortable in doing so.
- (c) If someone witnesses an incident that they wish to make a complaint about, then it should be reported following clause (b) above.
- (d) When bringing a complaint to the attention of the Committee please outline any action you would like to see taken so that the committee can be helped in resolving the issue and reaching the most positive outcome for the complainant.
- (e) Where the matter cannot be dealt with informally, or the complainant is unhappy with the proposed outcome of the informal stage, the complaint can be investigated under section 5 of this Bye Law.

#### **5. Formal Stage**

- (a) Where the complaint cannot be dealt with informally, it shall be investigated under the procedure in this section.
- (b) Once a complaint reaches the formal stage, a member of the IMHN branch committee shall conduct an investigation into the alleged incident, gathering witness statements where appropriate.
- (c) The member of the IMHN branch committee investigating the complaint shall not be directly involved in the complaint or have a conflict of interest in doing so.
- (d) Should a conflict of interest later arise then another member of the committee will take over the investigation.
- (e) Where it is not possible to be investigated by a committee member, then the matter will be referred to the Board of Trustees.
- (f) Once the complaint has been formally investigated, the complainant will be contacted with the summary of the findings and proposed actions to be taken.
- (g) As part of this process an option of mediation will be offered.
- (h) The investigating committee member will, where possible, endeavour to resolve complaints at the formal stage within one month of entering into this stage.

#### **6. Disciplinary Action**

- (a) If as a result of the investigation, the respondent is found to have been in breach of the IMHN constitution, its policies and procedures or any subsequent governing documents, then the Committee may take any of the following actions at their discretion (including, but not limited to):
  - (i) An informal verbal warning to the respondent;
  - (ii) A formal verbal warning to the respondent;

- (iii) A formal written warning to the respondent;
  - (iv) A final written warning to the respondent;
  - (v) A “cooling off period” to the respondent;
  - (vi) A ban from undertaking activities on behalf of IMHN or any of its branches for a specified period of time;
  - (vii) A ban from attending meetings of IMHN and any of its branches for a specified period of time;
  - (viii) Expulsion from the group (in the case of very serious breaches).
- (b) A member who has already received two written warnings (or a final written warning) relating to conduct who is found to have committed further breaches shall be subject to disciplinary measures in sub-clause 6(a)(v-viii) of this Bye Law.

## **7. Appeals Process**

- (a) In the event that the complainant or respondent wishes to appeal the decision reached by the branch committee member, then they may do so in writing to the branch Secretary within 28 days of the date the decision is communicated regarding the outcome of a complaint. The appeal must include the grounds for appeal within the appeal as well as any supporting statement/evidence that they may wish to provide.
- (b) Any grounds/supporting statements/evidence that are received after the 28 day period specified in clause (7)(a), may not be considered as part of the appeal.
- (c) The appeal will then be investigated by an alternative member of the branch Committee, to ensure the correct processes were followed.
- (d) The outcome of the appeal will then be communicated back to the complainant or respondent within a further 28 days of the date of receipt of the appeal where possible.
- (e) If the member is still unhappy with the outcome of the appeal then they may make representations to the Board of Trustees, who will consider the issue on a case by case basis.