



COMMUNITY PHARMACY WALES

CONSTITUTION

1. TITLE

1.1 The organisation shall be known as “Community Pharmacy Wales”

2. DEFINITIONS

In the following Scheme unless the context otherwise requires:-

2.1 "Local Health Board" and “LHB” mean a body of that name established by the Secretary of State under Section 16BA inserted under Section 6 of the NHS Reform and Health Care Professions Act 2002

2.2 "The CPW Board" and “CPW” mean the Community Pharmacy Wales Committee recognised under the provisions of Section 44 of the National Health Service Act 1977 as amended as representative of the persons providing pharmaceutical services in the locality of one or more Local Health Boards.

2.2.1 CPW is also a body which, in the opinion of the Minister for Health and Social Services in the Welsh Assembly Government, is representative of ‘the general body of chemists’ in Wales (Schedule 43B of the NHS Act 1977.

2.3 "The Secretary of State" means the Secretary of State for Health.

2.4 “The Minister” means the Minister for Health and Social Services in the Welsh Assembly Government.

2.5 “Chemists” means “Pharmacy Contractors” and “LPS Chemists”

2.6 "Pharmacy Contractor" means a registered pharmacist or a person lawfully conducting a retail pharmacy business in accordance with section 69 of the Medicines Act 1968 in England and Wales, with which a Primary Care Organisation has made arrangements for the provision of National Health Service pharmaceutical services, excluding appliance contractors.

2.7. “LPS Chemist” means a registered pharmacist or person lawfully conducting a retail pharmacy business in accordance with section 69 of the Medicines Act 1968 in England and Wales, who provides local pharmaceutical services, excluding appliance contractors.



2.8 “Business” and “Pharmacy” mean a registered retail pharmacy business providing NHS Pharmaceutical Services or Local Pharmaceutical Services.

2.9. “CCA” means the Company Chemists Association

2.10 “Body Corporate” means a collection of persons which, in the eyes of the law, has its own legal existence (and rights and duties) separate from those of the persons who form it from time to time. It has a name or title of its own and may also have a common seal for use on official documents. Also known as corporations, bodies corporate are not necessarily companies, but companies are by definition bodies corporate.

2.11. “Registered Pharmacist” means a person registered in the register of pharmaceutical chemists under section 2(1) of the Pharmacy Act 1954.

2.12. “Independent Chemist” means a chemist that is not a member of the Company Chemists Association or a Regional Multiple.

2.13. “Regional Multiple” means a chemist providing NHS services from 5% or more of the retail pharmacies in the geographical region, and who has exercised his right to occupy a seat or seats on the CPW Board or Regional Committee in accordance with paragraphs 5.1.4.

3 STRUCTURE

3.1 Community Pharmacy Wales shall comprise a Central Committee known as the Community Pharmacy Wales Board and shall have three Regional Committees known as:

Community Pharmacy Wales North;
Community Pharmacy Wales South East; and
Community Pharmacy Wales Mid and West

4 MEMBERSHIP

4.1 Members of the Community Pharmacy Wales Board shall be persons lawfully conducting retail pharmacy businesses in Wales with whom a Local Health Board has made arrangements for the provision of NHS pharmaceutical services or be persons appointed by the Company Chemists’ Association.

4.2 Members of the Regional Committees shall be persons lawfully conducting a retail pharmacy business with whom a Local Health Board has made arrangements for the provision of NHS pharmaceutical services in the specified region or be persons appointed by the Company Chemists’ Association.



4.3 A person lawfully conducting a retail pharmacy business may nominate a person to stand for membership on behalf of his pharmacy business.

4.4 In the event of the member being unavailable for any meeting, his place may be occupied on a temporary basis by a deputy. The deputy shall belong to a class of persons who would be eligible for membership of the CPW Board or of the Regional Committee as the case may be.

5 COMPOSITION OF COMMITTEES

5.1 The composition of the **Community Pharmacy Wales Regional Committees** shall be based on an initial target of thirteen members. These members will be elected by chemists in the region or appointed from within the region by persons conducting retail pharmacy businesses or by the CCA having seats apportioned to them. Where seats are apportioned they will be rounded down to the nearest whole number.

5.1.1 Members shall be elected or nominated from contractors within the region covered by the Regional Committee. This would comprise all the LHB areas within the geographical region.

5.1.2. The places on the committee shall represent the proportion of contracts held by particular Contractors as at 1st September in the year immediately preceding that in which the election is held.

5.1.3. The CCA shall be entitled to appoint members working within the region in proportion to the number of contracts held by CCA member companies in that region rounded down to the nearest whole number.

5.1.4. Any contractor who is not a member of the CCA with 5% or more of the contracts within a region shall be entitled to a place on the Regional Committee as a Regional Multiple. Thereafter they will be able to appoint members to enable their representation to be in proportion to the contracts they hold rounded down to the nearest whole number.

5.1.5. All other elected places on a Regional Committee shall be determined by election from candidates, or nomination if there are fewer candidates than places, by the votes of contractors who have not appointed members in accordance with 5.1.3 and 5.1.4 above.

5.1.6. Where there are LPS contractors providing services in the region, they shall be eligible to stand for election and to vote.

5.1.7. Where there is no member from the area of an LHB within the region on the committee, the committee may appoint a contractor from the



LHB area concerned as an additional member of the committee.

5.1.8 The overall size of the committee will be flexible to take account of appointments. Thirteen members should therefore be elected or appointed in accordance with 5.1.1 to 5.1.5 above, with additional appointments in accordance with the provisions of 5.1.6 to 5.1.7.

5.2 The composition of the **Community Pharmacy Wales Board** shall be as defined in the sub paragraphs below. The places on the Board shall represent the proportion of contracts held by the membership groupings as at 1 September 2006.

5.2.1. Two members of each Regional Committee in Wales who are representative of the independent community pharmacy contractors of the region. Candidates shall self nominate and election shall be by a ballot of all the aforementioned contractors in the region. In this context independent community pharmacy contractors excludes representatives and employees of the organisations and companies detailed in paragraphs 5.2.2 and 5.2.3 of this section below.

5.2.2. Six members appointed by Company Chemists Association which should include at least one member from each Regional Committees.

5.2.3. One member appointed from each multiple [excluding member companies of the CCA] that has 5% or more of the contracts for provision of NHS contractor pharmaceutical services in Wales.

5.2.4. The Pharmaceutical Services Negotiating Committee regional representative for Wales. Where the PSNC Regional Representative is also an elected member of the CPW Board under para 5.2.1 above a vacancy will be deemed to have occurred within the representation of the said region. In this case an additional Board member shall be elected to represent the said region under para 5.2.1 above.

5.2.6 The Chairmen of the Regional Committees shall have observer status if they are not elected members of the CPW Board under paragraphs 5.2.1 to 5.2.4 above.

5.2.7 Where a member of the CPW Board is unable to attend a meeting of Community Pharmacy Wales, that member may appoint a deputy from the appropriate category.

5.3. The Board should review the proportion of registered retail premises held by those sectors as at 1st September in the year prior to which full elections are held, to establish whether the composition of the Board reflects the proportion of pharmacies owned within those sectors, and shall, if necessary, take steps to amend this constitution prior to the election.



6 CHAIRMEN

6.1 The Chairman and Vice-Chairman of the Community Pharmacy Wales Board shall be elected annually, by the Board, from its members, at its first meeting after 31st March each year. The Chief Executive will call for nominations for the positions of Chairman and Vice Chairman for the Board at least 2 weeks before the said meetings and, if there are more nominations than positions, a secret ballot will be held at the meeting as appropriate.

6.2 The Chairman, and Vice-Chairman, of each Regional Committee shall be elected annually, by the Regional Committee, from its members, at its first meeting after 31st March each year. The Regional Executives will call for nominations for the positions of Chairman and Vice-Chairman of the main Board in the same way.

7 CPW ELECTIONS

7.1 Election to the CPW Board and Regional Committees

7.1.1 The election shall be by postal vote to be taken as soon as may be after the 1st day of January in each year when an election is held. The term of office of the inaugural CPW Board and Regional Committees expires on 31 March 2007.

7.2 Electors

7.2.1 Electors must in every case be registered pharmacists or corporate bodies that are "persons lawfully conducting retail pharmacy businesses" within the meaning of Section 69 of the Medicines Act engaged in the provision of NHS Pharmaceutical Services within the region. Each elector has one vote in respect of each of his/her premises on the pharmaceutical list or from which LPS are provided.

7.3 Returning Officer

7.3.1 The Returning Officer shall be a person other than an elector appointed for the purpose by the CPW Board and in the event of his absence, or inability to act, he shall appoint some person, other than an elector, to take his place.

7.4 Elections

7.4.1 Excepting Member Companies of the Company Chemists' Association and other contractors who have appointed members in



accordance with paragraphs 5.1.4 and 5.2.3 for whom specific places are provided on the CPW Board or Regional Committees, every person lawfully conducting a retail pharmacy business on a pharmaceutical list maintained by an LHB in the CPW region and LPS chemists shall be entitled to take part in the election of representatives of pharmacy contractors on the CPW Board or Regional Committee on the basis of one vote for each of their premises on a pharmaceutical list or providing LPS business in the locality. The list of voters with their addresses shall be taken from the NHS Pharmaceutical Lists prepared by the LHB(s) and LPS provider lists.

7.5 Nominations

7.5.1 The Returning Officer shall give notice of the election to each elector and such notice shall specify the last day at twelve noon for the receipt of nominations and shall be sent so as to be delivered to the elector not less than seven days before the day specified thereon.

7.5.2 Candidates for election shall be nominated in writing, and the nomination paper shall state the full name, business address and pharmaceutical registration number (if appropriate) of the candidate, and shall be signed by or on behalf of two electors, and shall be despatched so as to be delivered at the address of the Returning Officer not later than twelve noon on the day stated in the notice of election despatched by the Returning Officer under paragraph 7.5.1 above. If a person lawfully conducting a retail pharmacy business has nominated a person to stand for membership on behalf of his business, then the nomination form should confirm that the candidate is nominated on behalf of the pharmacy business, and be signed by the person conducting the retail pharmacy business.

7.5.3 Every nomination shall be accompanied by a statement in writing signed by the person nominated that he or she consents to be nominated and to serve if elected.

7.5.4 The Returning Officer shall send written confirmation of receipt of all nomination forms.

7.5.6 Where the number of duly qualified candidates does not exceed the number of vacancies, the Returning Officer shall declare those candidates to be elected. A postal ballot shall be taken in the manner hereinafter mentioned if the number of candidates exceeds the number of vacancies.

7.5.7 If any vacancies remain unfilled because an insufficient number of candidates have been nominated, vacancies may be filled by co-option by the said committee.



7.5.8 Any question as to the validity of any nomination or voting paper or otherwise in connection with an election shall be determined by the Returning Officer.

7.6 Method of Taking a Poll

7.6.1 Where a poll is required to be taken, each elector shall be entitled to cast a number of votes equal to the number of vacancies in respect of which the poll is taken, but may not cast more than one vote for any one candidate.

7.6.2 The Returning Officer shall, as soon as may be, despatch by post to the address of every elector, a voting paper in such form as the Returning Officer may think fit, and if the elector desires to record a vote, he shall mark the voting paper as directed and shall despatch it so as to be delivered at the address of the Returning Officer not later than twelve noon on the day stated on the voting paper, which shall be a day at least seven days subsequent to the despatch by the returning officer of the voting paper.

7.6.3 The Returning Officer shall examine the voting papers, and after rejecting any that are invalid shall count the votes recorded on the remaining papers, and shall prepare a list of candidates according to the number of votes being placed highest on the list.

7.6.4 If the votes received by any two or more candidates are equal, additional places shall be assigned in order to avoid deciding by lot.

7.6.5 The Returning Officer shall declare to be elected those persons who are highest on the list.

7.6.6 The Returning Officer shall forthwith give notice in writing of the result of the election to each of the persons elected and to all the candidates.

7.6.7 Where any document is, under these rules, required to be sent to an elector, it shall be deemed to have been duly sent if it has been delivered or posted direct to the address which is stated in the electors' list to be the address of the elector.

7.6.8 No election shall be invalid by reason of any misdescription or non-compliance with the provisions of this constitution, or by reason of any miscounted or of the non-delivery, loss or miscarriage in the course of post of any document required or authorised by this constitution to be despatched by post if the election was conducted substantially in accordance with the provisions of this constitution.



7.7 Company Chemists' Association Appointments

7.7.1 The Returning Officer shall give notice to the Secretary of the Company Chemists' Association whenever elections are being held and the Company Chemists' Association shall be invited to make appropriate nominations to fill places under the provisions of paragraphs 5 of this Constitution.

7.8 Other Multiples Appointments

7.8.1 The Returning Officer shall give notice to the Secretary of other multiples who hold more than 5% of contracts within the appropriate region whenever elections are being held and invite appropriate nominations to fill the vacancies under the provisions of paragraphs 5 of this Constitution.

8 METHOD OF NOTIFICATION

8.1 Notification of the membership of the committees will be from Community Pharmacy Wales.

9 DISQUALIFICATION OR RETIREMENT OF MEMBERS

9.1 Where a member of Community Pharmacy Wales Board or a Regional Committee was, at the time of their appointment, providing NHS pharmaceutical services personally or on behalf of a person lawfully conducting a retail pharmacy business, and the person conducting the retail pharmacy business ceases to be engaged in providing NHS services, their seat upon the CPW Board or Committee shall be vacated and a casual vacancy shall be deemed to have occurred.

9.2 Where a member had been nominated by a person lawfully conducting a retail pharmacy business to stand for membership on behalf of the retail pharmacy business, the person conducting the retail pharmacy business may notify CPW Board that the member no longer acts on behalf of the business, and the member's seat on CPW Board or the Regional Committee shall be vacated and a casual vacancy shall be deemed to have occurred.

9.3 Where a member of the CPW Board or Regional Committee has been absent from three ordinary meetings of a board or committee to which they have been summoned, the CPW Board or Regional Committee shall declare their seat to have been vacated, unless satisfied that their absence was due to illness or other reasonable cause. A member of the CPW Board or regional Committee who vacates his seat under this sub-paragraph shall not be eligible



for re-election or re-appointment during the period of office of the CPW Board or Regional Committee from which he vacated his seat.

9.4 A member of the CPW Board or Regional Committee may, at any time by notice in writing signed by them and delivered to the Chief Executive or Regional Executive of the respective committee, resign their office.

10. **TERM OF OFFICE**

10.1 The members shall hold office for four years and the first members shall go out of office on 1st April 2007.

11. **METHOD OF FILLING CASUAL VACANCIES**

11.1 Where by reason of the resignation, death or disqualification of a member of the CPW Board or a Regional Committee a casual vacancy occurs, the CPW Board or Regional Committee as the case may be shall, within a reasonable period after its occurrence, co-opt or elect a person with the necessary qualifications to fill the vacancy for the remaining term of office. Where a casual vacancy applies to a member referred to in paragraph 5.2.1 above, the vacancy shall be filled by co-option or election from the same region.

12. **QUORUM**

12.1 The number of members of the CPW Board or Regional Committee who form a quorum shall be two thirds of members rounded down to the nearest whole number. A voting majority is a simple majority of those attending a quorum meeting save for issues at para 14.

13. **OBSERVERS/VISITORS**

13.1 The CPW Board and 3 Regional Committees shall have discretion to invite observers/visitors to attend their meetings or any part of their meetings. Officers of Community Pharmacy Wales and its Regional Committees may attend a committee's meetings if required for particular issues. Members of the CPW Board may attend meetings of the Regional Committees if required.

14. **AMENDMENT OF CONSTITUTION**

14.1 The written Constitution of the organisation shall not be altered except at a meeting whereby two thirds of the total Community Pharmacy Wales Board membership (rounded up) vote in favour of the alteration or alterations. Eg for a 13 man board 9 members vote for.

15. **FINANCE**



15.1 The expenses of the CPW Board and the Regional Committees shall be met from levies on contractors paid to Community Pharmacy Wales.

15.2 The CPW Board should consider the setting of the levy on an annual basis.

15.3 Where consideration of an increase in Levy is contemplated then this should be considered by the Regional Committees in the autumn prior to the decision being taken by the CPW Board at their November meeting each year.

15.4 The financial year shall be from 1st April to 31st March of the following year inclusive.

15.5 The income and property of CPW shall be applied solely towards the promotion of the functions set out in paragraph 16 and any surplus in one year shall be carried forward to subsequent years.

16. **FUNCTIONS OF COMMUNITY PHARMACY WALES**

The CPW Board - **Strategic:**

16.1 To represent and negotiate on behalf of pharmacy contractors in all matters pertaining to the NHS Service under the Acts and Regulations of the National Assembly for Wales, and all relevant legislation promulgated prior to the establishment of the National Assembly for Wales.

16.2 To represent, protect and serve the interests of NHS pharmacy contractors in Wales, in liaison with the Pharmaceutical Services Negotiating Committee.

16.3 To guide and represent contractor issues in any proposed legislation affecting pharmacy contractors.

16.4 To liaise with, and make recommendations where appropriate, to other bodies [whether statutory or otherwise] on behalf of pharmacy contractors in Wales.

16.5 To seek opportunities to develop pharmacy contractors' role in Primary Care and Public Health within Wales.

16.6 Generally to do all other things necessary to preserve, protect and further the interests of pharmacy contractors in Wales.

16.7 To ensure that the CPW Board conducts its affairs in accordance with accepted principles of good governance.



16.8. To be the Local Pharmaceutical Committee recognised in accordance with Section 44 of the National Health Service Act 1977 as the Local Pharmaceutical Committee which a Primary Care Trust (Local Health Board) is under a duty to consult (see Section 45(1) of the NHS Act 1977 as amended) on such occasions and to such extent as may be prescribed.

16.9. To collaborate with PSNC on all matters for the provision of pharmaceutical services regarding England / Wales issues.

16.10. To respond to any request for an inquiry by a contractor who believes that the CPW or an officer of CPW has acted unconstitutionally, by holding a meeting of the CPW Board to deal with the matter and to report to all contractors represented by CPW.

Regional Committees - Local

16.11. To establish effective liaison with Local Health Boards in the Region and to work to highlight and ensure that nationally agreed policy and agreements are introduced at the local level.

16.12 To establish effective liaison with other bodies concerned with the Health Service in the locality of the Local Health Boards in the Region

16.13. To assist in the formulation of bids for funds held at any level and advise on submissions for locally Enhanced Services and LPS if appropriate.

16.14. To ensure arrangements are in place to advise any pharmacy contractor who needs help or assistance on NHS matters.

16.15. To consider any complaint made by any pharmacy contractor against another pharmacy contractor carrying on business in the region for which the Committee is constituted involving any question of the efficiency of the Pharmaceutical Services as empowered by Regulation 20(4) of the National Health Service (Service Committee and Tribunal) Regulations, 1992.

16.16. To make representations to the Local Health Board(s) and to the CPW Board on matters of importance to pharmacy contractors in the Region.

16.17. To appoint/nominate representatives to any committee, subcommittee or group on which pharmaceutical representation is required in the Region.

16.18 To ensure transparency and equality of information and opportunity for all contractors in matters relating to the local purchasing of pharmaceutical services.



16.19. To collaborate with other pharmaceutical bodies including other Regional Committees and adjacent LPCs to the benefit of pharmacy contractors.

16.20. To ensure that the Regional Committee conducts its affairs in accordance with accepted principles of good governance.

17 MEETINGS

17.1 Meetings of the Board and Regional Committees will take place on a bi-monthly basis and as otherwise required. Members of the Board and Regional Committees shall, wherever possible, be given not less than seven clear days notice of such meetings.

18. SUB COMMITTEES OF CPW

18.1 The Board may form sub-committees or establish Task and Finish Groups to address any specific issues as considered appropriate by the committee.

19. ANNUAL REPORT AND ANNUAL GENERAL MEETING

19.1 The CPW Board shall prepare each year a report of their proceedings together with a statement of audited accounts and this report and statement of accounts shall be circulated to the contractors and the Pharmaceutical Services Negotiating Committee within six months of the completion of the period to which the report relates.

19.2 The report shall include details of all remuneration, expenses and allowances paid to officers and members during the year.

19.3 Within six months of the end of the CPW 's financial year an annual general meeting will be convened with at least 30 days notice given to contractors. At the annual general meeting the annual report will be presented and any other business as necessary conducted.

20. SALARIED OFFICIALS

20.1 The CPW Board may appoint or dismiss salaried officials as the Board may from time to time determine having due regard to employment law.



20.2 The most senior salaried official shall be designated the Chief Executive Officer whose role shall be defined by the CPW Board.

20.3 Salaried officials shall be responsible, through the Chief Executive, to the CPW Board for the day to day administration of the CPW Board's affairs, including the preparation of accounts and the writing of Minutes of Proceedings at meetings of the CPW Board and shall hold office for such period and shall perform such other duties and receive such remuneration upon such terms and conditions as the CPW Board may from time to time determine.