

Constitution

Buckinghamshire Disability Services

(BuDS)

DRAFT

Constitution

Adopted on 11 March 2003 and emended on 25 November 2010.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of the original document.

A. Name

1. The name of the Association is Buckinghamshire Disability Services (BuDS) ("the Charity").

B. Administration

1. Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Trustee Board, constituted by clause G of this constitution ("the Trustee Board").

C. Objects

1. The Charity's objects ("the objects") are:

To relieve the needs of disabled people, their families, and carers, principally within the County of Buckinghamshire excluding Milton Keynes ("the area of benefit") by any charitable means and in particular, but not exclusively by:

- (i) providing education services, and
- (ii) providing advisory and support services

D. Powers

1. In furtherance of the objects but not otherwise the Trustee Board may exercise the following powers:

- i. power to raise funds and to invite and receive contributions provided that in raising funds the Trustee Board shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- ii. power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- iii. power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- iv. power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- v. power to employ such staff (who shall not be members of the Trustee Board) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;

- vi. power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- vii. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- viii. power to appoint and constitute such advisory committees as the Trustee Board may think fit;
- ix. convert BuDS into a charitable company limited by guarantee and to make all necessary or consequential constitutional changes provided that the objects of the charity do not change
- x. establish a social enterprise to act as BuDS' trading and contract arm.
- xi. power to do all such other lawful things as are necessary for the achievement of the objects.

E. Membership

1. Membership of the Charity shall be open to individuals either living in Bucks or with a direct interest in Bucks who:
 - i. are disabled (as defined by the Equality Act 2010 or succeeding legislation); or
 - ii. have a direct personal experience of disability; or
 - iii. have direct personal experience as a carer of a disabled person.
2. Every member shall have one vote at a General Meeting.
3. The Trustee Board may for good reason end the membership of any individual provided that the individual concerned (or their representative) has been given the opportunity to be heard by the Trustee Board before their membership is ended.

F. Honorary Officers.

At the annual general meeting of the Charity the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

G. Trustee Board

1. The Trustee Board shall consist of not less than 6 members or more than 12 members being the honorary officers specified in clause F and not less than 1 and not more than 9 members elected at a General Meeting.

2. The Trustee Board may fill vacancies arising between General Meetings by co-option and all co-opted Trustees shall retire at the next following General Meeting.

3. Trustees elected at a General Meeting shall retire from office after holding office for three years but may be re-elected or co-opted.

H. Determination of Membership of Trustee Board

1. A member of the Trustee Board shall cease to hold office if he or she:
 - i. is disqualified from acting as a member of the Trustee Board by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
 - ii. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - iii. is absent without the permission of the Trustee Board from three consecutive meetings and the Trustee Board resolve that his or her office be vacated; or
 - iv. notifies to the Trustee Board a wish to resign (but only if at least six members of the Trustee Board will remain in office when the notice of resignation is to take effect).

I. Trustee Board Members not to be personally interested

1. Subject to the provisions of sub-clause (2) of this clause, no member of the Trustee Board shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Trustee Board) in any contract entered into by Trustee Board.

2. Any member of the Trustee Board for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Trustee Board to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the members of the Trustee Board benefit under this provision and that a member of the Trustee Board shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

J. Meetings and proceedings of the Trustee Board

1. The Trustee Board shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Trustee Board upon not less than 4 days' notice being given to the other members of the Trustee Board of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.

2. The chair shall act as chair at meetings of the Trustee Board. If the chair is absent from any meeting, the members of the Trustee Board present shall choose one of their number to be chair of the meeting before any other business is transacted.

3. There shall be a quorum when at least one third of the number of members of the Trustee Board for the time being or three members of the Trustee Board, whichever is the greater, are present at a meeting.

4. Every matter shall be determined by a majority of votes of the members of the Trustee Board present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.

5. The Trustee Board shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Trustee Board and any sub-committee.

6. The Trustee Board may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

7. The Trustee Board may appoint one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustee Board would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Trustee Board.

K. Receipts and expenditure

1. The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Trustee Board in the nature of the Charity at such bank as the Trustee Board shall from time to time decide. At least two members of the Trustee Board must sign all cheques drawn on the account.

2. The funds belonging to the Charity shall be applied only in furthering the objects.

L. Property

1. Subject to the provisions of sub-clause (2) of this clause, the Trustee Board shall cause the title to:

- i. all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
- ii. all investments held by or on behalf of the charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Trustee Board at their pleasure and shall act in accordance with the lawful directions of the Trustee Board. Provided they act only in accordance with

the lawful directions of the Trustee Board, the holding trustees shall not be liable for the acts and defaults of its members.

2. If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Trustee Board may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the international Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Trustee Board, and may pay such a nominee reasonable and proper remuneration for acting as such.

M. Accounts

1. The Trustee Board shall comply with their obligations under the Charities Act. 1992 (or any statutory re-enactment or modification of that Act) with regard to:
 - i. the keeping of accounting records for the Charity;
 - ii. the preparation of annual statements of account for the charity;
 - iii. the auditing or independent examination of the statements of account of the Charity; and
 - iv. the transmission of the statements of account of the Charity to the Commissioners.

N. Annual Report

1. The Trustee Board shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

O. Annual Return

1. The Trustee Board shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

P. Annual General Meeting

1. There shall be an Annual General Meeting of the Charity which shall be held in the month of January in each year or as soon as practicable thereafter.

2. Every annual general meeting shall be called by the Trustee Board. The secretary shall give at least 27 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.

3. Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be

the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.

4. The Trustee Board shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

5. Nominations for election to the Trustee Board can be made at the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

Q. Special General Meetings

1. The Trustee Board may call a Special General Meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

R. Procedure at General meetings

1. The secretary or other person specially appointed by the Trustee Board shall keep a full record of proceedings at every general meeting of the Charity.

2. There shall be a quorum when at least ten members of the Charity are present at any general meetings.

S. Notices

1. Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Trustee Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

T. Alterations to the Constitution.

1. Subject to the following provisions of this clause the Constitution may be altered by:

- i. a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed; or,
- ii. by the Board of Trustees to comply with changes in the law and good practice guidelines from the Commission and/or to give effect to policies or motions agreed by members.

2. No amendment may be made to clause A (the name of charity clause), clause C. (the objects clause), clause I (Trustee Board members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

3. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

4. The Trustee Board should promptly send to the Commissioners a copy of any amendment made under this clause.

U. Dissolution

1. If the Trustee Board decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Trustee Board shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.

V. Arrangements until first Annual General Meeting.

1. Until the first Annual General Meeting takes place this constitution shall take effect as if references in it to the Trustee Board were references to the persons whose signatures appear at the bottom of this document.