

# **Solihull Action through Advocacy**

## **CONSTITUTION**

1.1 The name of the Association is Solihull Action through Advocacy

### **OBJECTS**

- 2.1 To promote the relief of people over the age of 16, residing in the Borough of Solihull and surrounding areas, who face disadvantage or discrimination because of age, disability or impairment.
- 2.2 This is achieved by assisting such persons to obtain full rights and privileges as citizens by providing them with independent advocacy support.

### **POWERS**

In furtherance of the objectives, but not otherwise, the Management Committee may exercise the following powers:

- 3.1 Power to raise funds and to invite and receive contributions, provided that in raising funds the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
- 3.2 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.
- 3.3 Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association.
- 3.4 Power subject to any consents required by law to borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed.
- 3.5 Power to employ such staff (who shall not be members of the Management Committee) 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.
- 3.6 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.
- 3.7 Power to provide advocacy in its various forms including one to one advocacy, group advocacy and citizen advocacy, which involves long term friendship and support from volunteers.
- 3.8 Power to do all such other lawful things as are necessary for the achievement of the objects.

## **MEMBERSHIP**

- 4.1 Membership of the Association shall be open to any person over the age of 16 years, and to
- 4.2 Any body, corporate or unincorporated association, which is interested in furthering the Association's work and has paid any annual subscription (any such body being called in this constitution a "member organisation")
- 4.3 Every member shall have one vote.
- 4.4 Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Association; and may appoint an alternate to replace its appointed representative at any meetings of the Association if the appointed representative is unable to attend.
- 4.5 Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- 4.6 The management committee may unanimously and for good reason terminate the membership of any individual or member organisation: provided that the individual concerned or the appointed representative of the member organisation concerned shall have the right to be heard by the Management Committee before a final decision is made.

## **HONORARY OFFICERS**

- 5.1 At the first meeting of the Management Committee following their election at the Annual Meeting of the Association the trustees shall elect from amongst themselves a chairperson, a secretary and a treasurer, who shall hold office with immediate effect.

## **MANAGEMENT COMMITTEE**

- 6.1 The Management Committee shall consist of not fewer than seven, nor more than thirteen members, including the honorary officers referred to in the preceding paragraph.
- 6.2 A Monitoring/Service Development sub-committee shall operate made up of members of and under the overall control of the Management Committee. This sub-committee shall comprise not less than 50% members having a learning disability.
- 6.3 The Management Committee may appoint not more than 4 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Management Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Management Committee under clause 9.1 and shall take effect from the end of that meeting.

6.4 All the members of the Management Committee shall retire together at the annual general meeting next after the date on which they came to office, but they may stand for re-election.

#### **DETERMINATION OF MEMBERSHIP OF MANAGEMENT COMMITTEE**

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

7.1 is disqualified from acting as a member of the Management Committee by virtue of section 45 of the charities act 1992 (or any statutory re-enactment or modification of that provision)

7.2 is absent without the permission of the Management Committee from all their meetings held within a period of six months and the Management Committee resolve that his or her office be vacated or

7.3 Notifies to the Management Committee a wish to resign (but only if at least three members of the Management Committee will remain in office when the notice of resignation is to take effect).

#### **MANAGEMENT COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED**

8.1 No member of the Management Committee shall acquire any interest in property belonging to the Association (otherwise than as a trustee for the Association) or receive remuneration or be interested (otherwise than as a member of the Management Committee) in any contract entered into by the Management Committee.

#### **MEETINGS AND PROCEEDINGS OF THE MANAGEMENT COMMITTEE**

9.1 The Management Committee shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the chairperson or by any two members of the Management Committee upon not less than four days notice being given to the other members of the Management Committee 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.

9.2 The chairperson shall act as chairperson at meetings of the Management Committee. If the chairperson is absent from any meeting, the members of the Management Committee present shall choose one of their number to be chairperson of the meeting before any other business is transacted.

9.3 There shall be a quorum when at least one third of the numbers of members of the Management Committee for the time being or three members of the Management Committee, whichever is the greater, are present at a meeting.

9.4 Every matter shall be determined by a majority of votes of the members of the Management Committee present and voting on the question but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote.

9.5 The Management Committee shall keep minutes in books for the purpose of the proceedings at meetings of the Management Committee and any sub-committee.

9.6 The Management Committee 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.

9.7 The Management Committee may appoint one or more subcommittees consisting of three or more members of the Management Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Management Committee would be more conveniently carried out by a sub-committee: provided that all acts and proceedings of any sub-committee shall be fully and promptly reported to the Management Committee.

## **RECEIPTS AND EXPENDITURE**

10.1 The funds of the Association, including all donations contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the Association at such banks as the Management Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two persons authorised by the Management Committee.

10.2 The funds belonging to the Association shall be applied only in furthering objects.

## **PROPERTY**

11.1 Subject to the provision of sub-clause (2) of this clause, the Management Committee shall cause the title to:

(a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities: and

(b) 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 Management Committee at their pleasure and shall act in accordance with the lawful directions of the Management Committee. Provided they act only in accordance with the lawful directions of the Management Committee, the holding trustees shall not be liable for the acts and defaults of its members.

11.2 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Management Committee 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 Management Committee, and pay such a nominee reasonable and proper remuneration for acting as such.

## **ACCOUNTS**

The Management Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- 12.1 The keeping of accounting records for the Charity;
- 12.2 the preparation of annual statements of accounts for the charity;
- 12.3 the auditing or independent examination of the statements of accounts of the charity;
- 12.4 the transmission of the statements of accounts of the charity to the Commissioners.

## **ANNUAL REPORT**

- 13.1 The Management Committee 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.

## **ANNUAL RETURN**

- 14.1 The Management Committee 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.

## **ANNUAL GENERAL MEETING**

- 15.1 There shall be an annual general meeting of the charity which shall be held as soon as practicable after the financial year end.
- 15.2 Every annual general meeting shall be called by the Management Committee. The Secretary shall give at least 21 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.
- 15.3 Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairperson of the meeting. The chairperson shall be the chairperson 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 chairperson of the meeting.
- 15.4 The Management Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

15.5 Nominations for election to the Management Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Management Committee at least 7 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

### **SPECIAL GENERAL MEETINGS**

16.1 The Management Committee may call a special general meeting of the Charity at any time. If at least seven 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.

### **PROCEDURE AT GENERAL MEETING**

17.1 The secretary or other person specially appointed by the Management Committee shall keep a full record of proceedings at every general meeting of the charity.

17.2 There shall be a quorum when at least one tenth of the number of members of the charity for the time being or ten members of the charity, whichever is the greater, are present at any general meeting.

### **NOTICES**

18.1 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 Management Committee 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 ten days of posting.

### **ALTERATIONS TO THE CONSTITUTION**

19.1 Subject to the following provisions of this clause the Constitution may be altered by resolution passed by not less than two third 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.

19.2 No amendment may be made to clause 2 (the objects clause) clause 8 (Management Committee members not to be personally interested clause), clause 20 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

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

19.4 The Management Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

## **DISSOLUTION**

20.1 If the Management Committee 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 two-thirds majority of those present and voting the Management Committee 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.

This amended Constitution was agreed at an Extraordinary General Meeting held on 17<sup>th</sup> September 2009. (The original Constitution was agreed on 9<sup>th</sup> August 1995)