



**North West Surrey Association of  
Disabled People  
Constitution  
Adopted on the  
10<sup>th</sup> day of December 2009**

**A NAME**

The name of the Association is “North West Surrey Association of Disabled People” (hereinafter called “the Association”).

**B OBJECTS**

1. The provision of assistance advice representation and services which will directly relieve the needs of disabled people.
2. The provision of facilities of recreation and other leisure time occupation for persons who have need of such facilities by reason of their impairment, poverty or social and economic circumstances with the object of improving their conditions of life within the administrative county of Surrey, and any statutory or legal adjustments to these boundaries as may occur from time to time.

**C POWERS**

In furtherance of the said objects but not otherwise the Association may;

- (1) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise.
- (2) Purchase, take on lease or in exchange, hire or otherwise acquire any property necessary for the achievement of the objects and construct, maintain, alter and equip for the use any building or erections necessary for the work of the Association.
- (3) Make regulations for any property that may be so acquired.
- (4) Subject to consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- (5) Subject to consents as required by law, borrow or raise money for the achievement of the objects and to accept gifts and on such terms

and to charge all or any part of the property of the Association with repayment of the monies so borrowed, as may be deemed to be necessary.

- (6) Employ and pay such staff (who shall not be members of the Board of Trustees) to supervise, organise and carry out the work of the Association and make all reasonable and necessary provisions for the payment of pension and superannuation to or on behalf of employees and their dependants and provide or allow for any such benefits in kind as are necessary for the proper pursuit of the objects.
- (7) Co-operate with other voluntary bodies, statutory authorities, charities and commercial or otherwise organisations operating in furtherance of the objects or of similar charitable purposes and to collect, disseminate or exchange information and advice with them whether they be in this country or overseas.
- (8) Establish, support, execute, manage or assist any charitable body or trust, voluntary body or institutions formed for all or any of the objects.
- (9) Establish where necessary local branches and trading subsidiaries (whether autonomous or not).
- (10) Bring together in conference representatives of voluntary organisations, government departments, statutory authorities or individuals.
- (11) Promote, carry out or assist in promoting and carrying out research, surveys and investigations and publish the results in whole or in part.
- (12) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses.
- (13) Cause to be written and printed or otherwise reproduced and circulated gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the objects.
- (14) Invest the monies of the Association in or upon such investments, securities or properties as may be thought fit, subject nevertheless to

such conditions (if any) as may from time to time be imposed or required by law.

- (15) Do all such lawful things as are necessary for the achievement of the objects.

**D MEMBERSHIP**

- (1) Membership of the Association shall be open to any disabled person interested in furthering the objects and who has paid the annual subscription which will be levied at the discretion of the Board of Trustees.
- (2) Every new member shall have one vote and each member unable to attend a particular meeting of the Association may appoint a deputy, with the same voting rights as a full member.
- (3) The Trustees may invite individuals who are sympathetic to the aims of the Association or supporters of the same, to become Associate members of the group. Associate members will not be entitled to vote but can attend meetings and will receive literature produced by the group, subject to payment of any subscription fees or levies laid down at the discretion of the Board of Trustees.
- (4) Honorary members may be appointed at the discretion of the said Board of Trustees. Honorary members may not vote.
- (5) The Board of Trustees shall have the right to:
- (i) Approve or reject applications for membership.
  - (ii) By unanimous vote and for good reason terminate the membership of any individual or organisation provided that party concerned shall have the right to be heard by the Trustees, accompanied by an associate, before a final decision is made.

**E HONORARY OFFICERS**

- (1) At the Annual General Meeting the members shall elect from amongst themselves a Board of Trustees, to include, a Chairman, a Treasurer and a Secretary, who shall hold office from the conclusion of that meeting.

- (2) The Board of Trustees shall administer and manage the Association and its property in accordance with this constitution.
- (3) Only full members of the group, whether individual or representative, shall be eligible to serve on the Board of Trustees. Nominations for members of the Board must be made by full members of the group in writing, and along with the acceptance by the nominee must be in the hands of the Secretary at least fourteen days before the annual general meeting. Should the nominations exceed vacancies, elections shall be by ballot.

**F BOARD OF TRUSTEE**

- (1) Unless otherwise determined by Ordinary Resolution, the number of Trustees shall not be less than four or more than eight members provided that all Trustees at any time shall be individual disabled people.
- (2) Trustees shall hold office until the conclusion of the next Annual General Meeting of the group, but will then be eligible for re-election at that time.
- (3) The Board of Trustees may, in addition, co-opt further members, being full members of the Association, who shall serve until the conclusion of the next Annual General Meeting.
- (4) Any casual vacancy on the Board of Trustees may be filled by the Board and any person appointed to fill such a vacancy, shall hold office until the conclusion of the next Annual General Meeting, and shall be eligible for election at that meeting, if not elected at the A. G. M. by the general body. Co-opted members shall not be eligible to be re-co-opted in the subsequent year.
- (5) The proceedings of the Board of Trustees shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (6) The Board of Trustees may invite individuals who are Associate members of the Association to become 'Advisers'. Advisers will not be entitled to vote.

- (7) The Board of Trustees may invite organisations to nominate a representative to attend board meetings in the capacity of an 'Adviser' and will therefore not have voting rights.
- (8) Nobody shall be appointed as a member of the Board of Trustees who is aged under 18 or who would, if appointed be disqualified under the provisions of the following clause.

**G DETERMINATION OF MEMBERSHIP OF THE BOARD OF TRUSTEES**

A member of the Board of Trustees shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Board of Trustees by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (2) is absent without the permission of the Board of Trustees from all their meetings held within a period of six months and the Board of Trustees resolve that his or her office be vacated; or
- (3) notifies to the Board of Trustees a wish to resign (but only if at least four members of the Trustees will remain in office when the notice of resignation is to take effect).

**H TRUSTEE BOARD MEMBERS NOT TO BE PERSONALLY INTERESTED**

- (1) No member of the Board of Trustees shall acquire any interest in property belonging to the Association or receive remuneration or be interested (otherwise than as member of the Board of Trustees) in any contract entered into by the Board of Trustees.

**I MEETINGS AND PROCEEDINGS OF THE BOARD OF TRUSTEES**

- (1) The Board of Trustees shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Trustees, upon not less than 14 days notice being given to the other Trustee members of the matters to be discussed, but if the matters include an appointment of a co-opted member then not less than 18 days notice must be given.
- (2) The Chairman shall act as Chairman at meetings of the Board of Trustees. If the Chairman is absent from any meeting, the Vice Chairman will chair the meeting. If the Chairman or Vice Chairman

are absent, the members of the Trustees present shall choose one of their number to be Chair 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 Board of Trustees for the time being or three Trustees, whichever is the greater, are present at a meeting.
- (4) Every matter shall be determined by a majority of votes on the question but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- (5) The Board of Trustees shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Board of Trustees and any sub-committee.
- (6) The Board of Trustees may from time to time make and alter standing orders or rules, for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No standing orders or rule may be made which is inconsistent with this constitution.
- (7) The Board of Trustees may appoint one or more sub-committees, consisting of one or more members of the Trustees for the purpose of making any inquiry, or supervising or performing any function or duty which in the opinion of the Board of Trustees, 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 Board of Trustees.

## **J RECEIPTS AND EXPENDITURE**

- (1) The funds of the Association, including all donations contributions and bequests, shall be paid into an account operated by the Board of Trustees in the name of the Association at such bank as the Trustees shall from time to time decide. All cheques drawn on the account must be signed by at least one member of the Board of Trustees.
- (2) The funds belonging to the Association shall be applied only in furthering the objects.

**K PROPERTY**

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

- (a) all land held by or in trust for the Association.
- (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 Board of Trustees at their pleasure and shall act in accordance with the lawful directions of the Board of Trustees. Provided they act only in accordance with the lawful directions of the Board of Trustees, 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 Board of Trustees 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 e.g. any such stockbroking company) as nominee for the Board of Trustees and may pay such a nominee reasonable and proper remuneration for acting as such.

**L LOCAL BRANCHES**

The Trustees shall have the power to establish local branches for the furtherance of the said objects. Each branch so established shall comply with and be subject to following regulations:

- (1) The branches shall operate in pursuance of the said objects and of the policy of the Association and shall be subject to any conditions as may be laid down by the Board of Trustees.
- (2) The title of the branch shall be subject to the approval of the Board of Trustees.
- (3) The branch will be deemed to have adopted the rules for branches as determined by the Board of Trustees unless it has the permission of the Trustees to adopt other rules.

- (4) The branch may publish literature solely in the name of the branch for local purposes but such literature shall not contain any statement contrary to the objects or to the policy of the Association.
- (5) Representations of any kind to other bodies or individuals may only be made by the branch through or with the prior approval of the Board of Trustees.
- (6) The branch may be empowered by the Board of Trustees to receive donations and any money received or raised by it may be expended by the branch in its area solely for the furtherance of the Associations objects.
- (7) The branch shall make returns to the Association in any form as may from time to time be determined by the Association.
- (8) Subject to these regulations or further regulations that the Board of Trustees may impose from time to time, the branch may manage its own affairs and shall be solely responsible for its own debts and liabilities and shall not pledge the credit of the Association or that of the Board of Trustees or of any individual member of the Association.

#### **M TRADING SUBSIDIARIES**

The Board of Trustees shall have the power to establish, fund (subject to consents as required by law) and manage trading subsidiaries. Each trading subsidiary shall comply with and be subject to any or all regulations as may be drafted by the Board of Trustees.

#### **N ACCOUNTS**

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

- (1) the keeping of accounting records for the Association.
- (2) the preparation of annual statements of account for the Association.
- (3) the auditing or independent examination of the statements of account of the Association.

**O ANNUAL GENERAL MEETING**

- (1) There shall be an Annual General Meeting of the Association which shall be held in the month of July in each year or as soon as practicable thereafter.
- (2) Every Annual General Meeting shall be called by the Board of Trustees. The Secretary shall give at least twenty one days notice of the Annual General Meeting to all the members of the Association. All the members of the Association shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first 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 Board of Trustees shall present to each Annual General Meeting the report and accounts of the Association for the preceding year.
- (5) Nominations for election to the Board of Trustees must be made by members of the Association in writing and must be in the hands of the Secretary of the Board of Trustees at least fourteen days before the Annual General Meeting. Should nominations exceed vacancies, election shall be made by ballot.

**P SPECIAL GENERAL MEETINGS**

The Board of Trustees may call a Special General Meeting of the Association 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 twenty one days notice must be given. The notice must state the business to be discussed.

**Q PROCEDURE AT GENERAL MEETINGS**

- (1) The Secretary or other person so specially appointed by the Board of Trustees shall keep a full record of proceedings at every General Meeting of the Association.
- (2) There shall be a quorum when at least one tenth of the number of members of the Association for the time being or ten members of the

Association whichever is the greater, are present at any General Meeting.

## **R NOTICES**

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

## **S ALTERATIONS TO THE CONSTITUTION**

- (1) Subject to the following provisions of this clause, the Constitution may be altered by 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.
- (2) No amendment may be made to clause A (the name of Association clause), clause B (the objects clause), clause G (Board of Trustee 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 Association cease to be charitable in law.

## **T DISSOLUTION**

If the Board of Trustees decides that it is necessary or advisable to dissolve the Association or shall call a meeting of all members of the Association, 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 Board of Trustees shall have power to realise any assets held by or on behalf of the Association. 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 Association as the members of the Association may determine, or failing that, shall be applied for some other charitable purpose.

**U INTERPRETATION**

For the interpretation of this Constitution, the Interpretation Act 1978, shall apply as it applies to the interpretation of an Act of Parliament.

**V ADOPTION OF THE CONSTITUTION**

Constitution adopted 26<sup>th</sup> July 1993, as amended on 30<sup>th</sup> September 1996, as amended on 16<sup>th</sup> September 1998, as amended on 10<sup>th</sup> December 2009.

**Certification:**

I certify this to be a true copy of the original.

Signature: ..... Date: .....