

CONSTITUTION

1. NAME The name of the Association is Families in Care ('the Association')

2. OBJECTS

The objects of the Association are:

To relieve the stresses experienced by parents whose children have been taken into care or who are at risk of being taken into care

3. POWERS

The Association has the following powers, which may be exercised only in promoting the Objects:

- 3.1 To provide & supply the means whereby duly qualified people (whether paid staff or volunteers) supply advice, counselling, support and assistance
- 3.2 To encourage joined-up working and communication between all agencies involved with children being looked after and their families
- 3.3 To promote or carry out research
- 3.4 To provide advice
- 3.5 To publish or distribute information
- 3.6 To co-operate with other bodies
- 3.7 To raise funds (but not by means of taxable trading)
- 3.8 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 3.9 To acquire or hire property of any kind
- 3.10 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993)
- 3.11 To set aside funds for special purposes or as reserves against future expenditure
- 3.12 To insure the Association's property against any foreseeable risk and take out other insurance policies to protect the Association where required
- 3.13 Subject to clause 9.2, to employ paid or unpaid agents, staff or advisers
- 3.14 To enter into contracts to provide services to or on behalf of other bodies
- 3.15 To do anything else within the law which promotes or helps to promote the Objects

4. MEMBERSHIP

- 4.1 Membership of the Association is open to any individual or organisation interested in promoting the Objects where membership has been approved by the Committee
- 4.2 The Committee may establish different classes of membership
- 4.3 The Committee must keep a register of members
- 4.4 A member may resign by written notice to the Association
- 4.5 The Committee may terminate the membership of any individual or organisation whose continued membership would in the reasonable view of the Committee be harmful to the Association (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice)
- 4.6 Membership of the Association is not transferable

5. GENERAL MEETINGS

- 5.1 All members are entitled to attend general meetings of the Association in person or (in the case of a member organisation) through an authorised representative
- 5.2 General meetings are called by 21 clear days' written notice to the members specifying the business to be transacted
- 5.3 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least 10 (or 10% of the members if greater). If there is no quorum the meeting may be adjourned for at least 14 days and the number present at the adjourned meeting if at least three will constitute a quorum for that meeting.
- 5.4 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 5.5 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the members or authorised representatives present in person.
- 5.6 Except for the chair of the meeting, who has a second or casting vote, every member or authorised representative present in person is entitled to one vote on every issue
- 5.7 An AGM must be held in every year

- 5.8 At an AGM the members:
- 5.8.1 receive the accounts of the Association for the previous financial year .
 - 5.8.2 receive the report of the Committee on the Association's activities since the previous AGM
 - 5.8.3 elect the Committee members for the following year
 - 5.8.4 elect from among the members of the Association the Chair of the Association for the following year
 - 5.8.5 appoint an auditor or independent examiner for the Association where required
 - 5.8.6 discuss and determine any issues of policy or deal with any other business put before them
- 5.9 An EGM may be called at any time by the Committee and must be called within 14 days after a written request to the Committee from at least 10 members

6. THE COMMITTEE

- 6.1 The Committee as charity trustees have control of the Association and its property and funds
- 6.2 The Committee when complete consists of at least three and not more than ten individuals, all of whom must be members (but must not be paid employees) of the Association, i.e.
- 6.2.1 the Chair
 - 6.2.2 a maximum of 7 elected Committee members
 - 6.2.3 up to 2 members co-opted by the Committee to hold office until the next AGM ('co-opted Committee members')
 - 6.2.4 All the members of the Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- 6.3 Every Committee member must sign a declaration of willingness to act as a charity trustee of the Association before he or she is eligible to vote at any meeting of the Committee

- 6.4 A Committee member automatically ceases to be a member of the Committee if he or she:
- 6.4.1 is disqualified under the Charities Act 1993 from acting as a charity trustee
 - 6.4.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 6.4.3 is absent from 3 consecutive meetings of the Committee without due cause and without prior consent of the Chairperson
 - 6.4.4 resigns by written notice to the Committee (but only if at least two Committee members will remain in office)
 - 6.4.5 is removed by a resolution passed by all the other members of the Committee after inviting the views of the Committee member concerned and considering the matter in the light of any such views
- 6.5 A retiring Committee member is entitled to an indemnity from the continuing Committee members at the expense of the Association in respect of any liabilities properly incurred while he or she held office
- 6.6 A technical defect in the appointment of a Committee member of which the Committee are unaware at the time does not invalidate decisions taken at a meeting

7. COMMITTEE MEETINGS

- 7.1 The Committee must hold at least three meetings each year
- 7.2 A quorum at a Committee meeting is four members
- 7.3 The Chair or (if the Chair is not present) some other member of the Committee chosen by the members present at the beginning of the meeting presides at each Committee meeting
- 7.4 Every issue may be determined by a simple majority of the votes cast at a Committee meeting but a resolution which is in writing and signed by all members of the Committee is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature
- 7.5 Except for the chair of the meeting, who has a second or casting vote, every Committee member has one vote on each issue

8. POWERS OF COMMITTEE

The Committee have the following powers in the administration of the Association:

- 8.1 to appoint a Treasurer and other honorary officers
- 8.2 to delegate any of their functions to sub-committees consisting of two or more persons appointed by them (but at least two members of every sub-committee must be Committee members and all proceedings of sub-committees must be reported promptly to the Committee)
- 8.3 to make Standing Orders consistent with this Constitution to govern proceedings at general meetings
- 8.4 to make Rules consistent with this Constitution about the Committee and sub-committees
- 8.5 to make Regulations consistent with this Constitution about the running of the Association (including the operation of bank accounts and the commitment of funds)
- 8.6 to resolve or establish procedures to assist the resolution of disputes
- 8.7 to exercise any powers which are not reserved to a general meeting

9. PROPERTY & FUNDS

- 9.1 The property and funds of the Association must be used only for promoting the Objects and do not belong to the members of the Association or the Committee
- 9.2 No Committee member may receive any payment of money or other material benefit (whether direct or indirect) from the Association except
 - 9.2.1 reimbursement of reasonable out-of-pocket expenses actually incurred in the administration of the Association
 - 9.2.2 an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings)
 - 9.2.3 In exceptional cases, other payments or material benefits (but only with the prior written approval of the Commission)
- 9.3 Whenever a Committee member has a personal interest in a matter to be discussed at a Committee meeting, the Committee member must
 - 9.3.1 declare an interest before discussion begins on the matter
 - 9.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information

9.3.3 not be counted in the quorum for that part of the meeting

9.3.4 withdraw during the vote and have no vote on the matter

9.4 Any trust corporation which is appointed as a holding trustee or any nominee for the Association may be paid reasonable fees

9.5 Investments and other property of the Association may be held:

9.5.1 in the names of the Committee members for the time being (or in the name of the Committee if incorporated under the Charities Act 1993)

9.5.2 in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Committee or of a financial expert acting on their instructions

9.5.3 in the name of at least two and up to four holding trustees for the Association who must be appointed (and may be removed) by a resolution of the Committee.

9.5.4 in the name of a trust corporation as a holding trustee for the Association, which must be appointed (and may be removed) by deed executed by the Committee

9.5.5 in the case of land, by the Official Custodian for Charities under an order of the Commission or the Court

10. RECORDS & ACCOUNTS

10.1 The Committee must comply with the requirements of the Charities Act 1993 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:

10.1.1 annual reports

10.1.2 annual returns

10.1.3 annual statements of account

10.2 The Committee must keep proper records of all proceedings at general meetings, Committee meetings, sub-committees and of all professional advice obtained

10.3 Annual reports and statements of account relating to the Association must be made available for inspection by any member of the Association

- 10.4 A copy of the latest available statement of account must be supplied to any person who makes a written request and pays the Association's reasonable costs (as required by the Charities Act 1993)

11. NOTICES

11.1 Notices under this Constitution may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in the area of benefit or in any newsletter distributed by the Association

11.1.1 The address at which a member is entitled to receive notices is the address noted in the register of members.

11.2 A technical defect in the giving of notice of which the members or the Committee members are unaware at the time does not invalidate decisions taken at a meeting

12. AMENDMENTS

This Constitution may be amended at a general meeting by a two-thirds majority of the votes cast, but

12.1 The members must be given 21 clear days' notice of the proposed amendments

12.2 No amendment is valid if it would make a fundamental change to the Objects or to this clause or destroy the charitable status of the Association

12.3 Clauses 9.2 and 9.3 may not be amended without the prior written consent of the Commission

13. DISSOLUTION

13.1 If at any time the members at a general meeting decide to dissolve the Association, the members of the Committee will remain in office as charity trustees and will be responsible for the orderly winding up of the Association's affairs

13.2 Any assets remaining after the satisfaction of proper debts and liabilities shall be transferred to one, or a number of, registered charities with objects similar to those of the Association.

13.3 A final report and statement of account relating to the Association must be sent to the Commission

14. INCORPORATION

14.1 The members at a general meeting may authorise the Committee to transfer the assets and liabilities of the Association to a limited company established for exclusively charitable purposes within, the same as or similar to the Objects and of which the members of the Association will be entitled to be members

14.2 On a transfer under clause 14.2 the Committee must ensure that all necessary steps are taken as to:

14.1.1 the transfer of land and other property

14.1.2 the novation of contracts of employment and transfer of pension rights

14.1.3 the trusteeship of any property held for special purposes

15. INTERPRETATION

15.1 In this Constitution:

- 'AGM' means an annual general meeting of the members of the Association
- 'area of benefit' means Newcastle upon Tyne and the surrounding areas
- 'the Association' means the charity comprised in this constitution
- 'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Association
- 'the beneficiaries' means any family affected by legal care or adoption proceedings or any family at risk of being affected by such proceedings
- 'the Chair' means the chair of the Association elected at the AGM
- 'charity trustees' has the meaning prescribed by section 97(1) of the Charities Act 1993
- 'the Commission' means the Charity Commissioners for England and Wales
- 'the Committee' is the governing body of the Association
- 'co-opted Committee member' means a member of the Committee appointed by the members of the Committee in accordance with clause 6.2.3
- 'EGM' means any general meeting of the Association which is not an AGM
- 'elected Committee member' means a member of the Committee elected at an AGM
- 'financial expert' means an individual, company or firm who is an authorised person within the meaning of the Financial Services Act 1986
- 'fundamental change' means such a change as would not have been within the reasonable contemplation of a person making a donation to the Association
- 'holding trustee' means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal

- 'independent examiner' has the meaning prescribed by section 43(3)(a) of the Charities Act 1993
- 'material benefit' means a benefit which may not be financial but has a monetary value
- 'member' and 'membership' refer to members of the Association
- 'the Objects' means the charitable objects of the Association set out in clause 2
- 'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects

15.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and any subordinate legislation made under it

ADOPTED AT A MEETING HELD

AT (Place) Quaker Meeting House
 ON (Date) 3 July 2002

SIGNED (Name and signature of chair of meeting)

NAME HAIRA GRAY
 signature *Haira Gray*

WITNESSED (Name, address, occupation and signature of witness)

NAME PADDY HALSE
 ADDRESS P.O. Box 649
MANAGTUE WAIN TINE NE99 2XA

OCCUPATION COMM. PAED. (Community Paediatrician)
 SIGNATURE *Paddy Halse*