

**WEST BERKSHIRE
DISABILITY ALLIANCE**

Constitution

Adopted on the 17th January 2005 and amended on 17th July 2006

A Name

The name of the Association is **West Berkshire Disability Alliance (WBDA)** (Hereafter called the Charity)

B Administration

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 Executive Committee, constituted by clause I of this constitution (“the Executive Committee”).

C Mission Statement

To improve the quality of life of all those with disability who live in, work in or visit West Berkshire.

D Objects

The Charity’s objects (the objects) are

To promote the benefit and relieve the Charitable needs of people with disabilities throughout West Berkshire by:

- (i) Assisting and supporting any organisation and individuals working on disability issues.
- (ii) Increasing the understanding of problems of disability and social exclusions.
- (iii) Providing a means of consultation and joint action among voluntary and statutory organisations concerned with social and economic inclusion of all people with disabilities through civil dialogue.

E Powers

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions providing that in raising funds the Executive Committee 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 achievements 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 Executive 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;
- (vi) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects 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 Executive Committee may think fit;
- (ix) power to do all such other lawful things as are necessary for the achievement of the objects.

F Definitions

For the purpose of this constitution the following definitions shall apply:

- (i) The term 'the Group' shall mean all those individuals and organizations that are accepted and registered members, taken as one entity. Such members shall have full voting rights.
- (ii) The term 'persons with disabilities' shall include those who have physical or sensory disabilities, learning difficulties or a mental illness. (It shall also include representatives of individuals unable to attend a meeting)

- (iii) The term 'West Berkshire' shall mean the administrative area of West Berkshire District Council or its successors in the Royal County of Berkshire. It shall also cover any person or organization that may reside outside these borders, but still has a connection with West Berkshire.

G Membership

- (1) Membership of the Charity shall be open to
 - (i) individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Executive Committee, and
 - (ii) any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this constitution a 'member organisation').
- (2) Every member shall have one vote.
- (3) Each member organization shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.
- (4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or the alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organization.
- (5) The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: Provided that the concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend before a final decision is made.
- (6) People with disabilities should make up the majority of the group.

H 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,

I Executive Committee

- (1) The Executive Committee shall consist of not less than three members nor more than twelve members being:
 - (a) the honorary officers specified in the preceding clause;
 - (b) not less than three and not more than nine members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
- (2) The Executive Committee may in addition appoint no more than three co-opted members.
- (3) At the Annual General Meeting one third of the Executive Committee or, if their number is not a multiple of three, then the number nearest one third, shall retire from office. The Executive Committee members to retire shall be those who have been longest in office since their last election but as between persons who were elected at the same time, those to retire shall be determined by lot. A retiring Executive Committee member shall be eligible for re-election.
- (4) The proceedings of the Executive Committee 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.
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- (6) No person shall be entitled to act as a member of the Executive Committee whether on a first or any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

J Determination of Membership of Executive Committee

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

- (1) is disqualified from acting as a member of the Executive Committee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

K Executive Committee Members not to be personally interested

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

L Meetings and proceedings of the Executive Committee

- (1) The Executive Committee shall hold at least two meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then 21 days' notice must be given.
- (2) The chairman shall act as chairman of meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any business is transacted.

- (3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at the meeting.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting 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 Executive Committee shall keep minutes, in books kept for the purpose, of proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee 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 Executive Committee.

M Receipts and Expenditure

- (1) The funds of the Charity including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank or building society as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (2) The funds belonging to the Charity shall be applied only to furthering the objects.

N Accounts

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactments or modification of that Act) with regard to:

- (1) the keeping of accounting records of the Charity;
- (2) the preparation of annual statements of account for the Charity
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account to the Commission.

O Annual Report

The Executive Committee shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual report and its transmission to the Commission.

P Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1993 with regard to the preparation of an annual return and its transmission to the Commission.

Q Annual General Meeting

- (1) There shall be an annual general meeting of the Charity which shall be held in the month of July in each year or as soon as practicable thereafter as possible.
- (2) Every annual general meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All 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 Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

- (5) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

R Special General Meetings

The Executive may call a special general meeting of the Charity at any time. If at least 10 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.

S Procedure at General Meetings

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- (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.

T Notices

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or by the Executive 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 10 days of posting.

U Alterations to the Constitution

- (1) Subject to the following provisions of this clause the Constitution may be altered by 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 the Charity), clause **D** (the objects clause), clause **I** (Executive Committee no to be personally interested clause), clause **V** (the dissolution clause) or this clause without 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 Executive Committee should promptly send to the Commission copy of any amendment made under this clause.

V Dissolution

If the Executive Committee decides 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 Executive 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 or liabilities shall be given or transferred to such other charitable institution or institutions having similar objects of the Charity as the members of the Charity may determine or failing that shall be applied to 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 Commission.

This constitution was adopted on the date mentioned above at a Special General Meeting of the **West Berkshire Disability Alliance**.

M Hutchins
Chair

J M Head
Secretary