

Devon Ambulance Staff Benevolent Fund Constitution



2010

Proposed Constitution (based on Charitable Associations Model Constitution)

Constitution

Adopted on the **18th May 2010**

PART 1

1. Adoption of the Constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. Name

The association's name is

Devon Ambulance Staff Benevolent Fund (and in this document it is called the Charity)

3. The Objects

The Charity's objects (the Objects) are

To offer support and financial assistance in the event of death, retirement, severe medical problems, unavoidable and unforeseen financial hardship not due to negligent, wilful or irresponsible behaviour.

4. Application of the Income and Property

(1) The income and property of the Charity shall be applied solely towards the promotion of the objects.

(2) A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

(3) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent

(a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity.

(b) a Trustee from:

(i) receiving a benefit from the Charity in the capacity of a beneficiary of the charity as a member of the Charity and upon the same terms as other members

(4) No Trustee may be paid or receive any other benefit for being a Trustee

(5) A Trustee may:

- (a) sell goods or services to the Charity;
- (b) be employed by or receive any remuneration from the Charity;
- (c) receive any other financial benefit from the Charity,

If :

- (d) he or she is not prevented from so doing by sub-clause (4) of this clause; and
- (e) the benefit is permitted by sub-clause (3) of this clause; or
- (f) the benefit is authorised by the Trustee in accordance with the conditions in sub clause(6) of this clause.

(6) (a) If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub clause(3) of this clause he or she must

- (i) declare his or her interest in the proposal;
- (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
- (iii) not be counted in determining whether the meeting is quorate;
- (iv) not vote on the proposal.

(b) In cases covered by sub clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

(c) The Trustees may only authorise a transaction falling within paragraphs 5(a)-(c) of this clause if the Trustee body comprises a majority of Trustees who have not received any such benefit.

(d) If the Trustee fails to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the trustee must repay to the Charity the value of any benefit received by the trustee from the Charity.

(7) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any

personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

(8) In this Clause 4, "Trustee" shall include any person form or company connected with the Trustee.

5. Dissolution

(1) If the members resolve to dissolve the Charity the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.

(2) The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.

(3) The trustees must apply any remaining property or money:

(a) directly for the Objects;

(b) by transfer to any Charity or charities for purposes the same as or similar to the Charity;

(c) in such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance

(4) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraphs (a)-(c) inclusive in sub clause (3) above.

(5) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).

(6) The trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity's final accounts.

6. Amendments

(1) The Charity may amend any provision contained in Part 1 of this Constitution provided that:

(a) no amendment may be made that would have the effect of making the Charity cease to be a Charity at law;

(b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of the donor to the Charity;

(c) no amendment may be made to clause 4 without the prior written consent of the Commission;

(d) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

(2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a meeting.

(3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

PART 2

7. Membership

(1) Membership is open to any

individual employed by South Western Ambulance Service NHS Trust based within the county of Devon. Members subsequently based elsewhere in the Trust may retain their membership providing they remain employed by South Western Ambulance Service NHS Trust.

(2) (a) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

(b) The Trustees must inform the applicant in writing of the reason for the refusal within twenty-one days of the decision.

(c) The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

(3) Membership is not transferable to anyone else.

(4) The Trustees must keep a register of names and addresses of the members which must be made available to any member upon request.

8. Termination of Membership

Membership is terminated if

(1) the member dies;

(2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;

(3) any sum due from the member to the Charity is not paid in full within six months of it falling due;

(4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) the member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

9. General Meetings

(1) The charity must hold a general meeting within twelve months of the date of the adoption of the constitution.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

(3) All general meetings other than annual general meetings shall be called special general meetings.

(4) The Trustees may call a special general meeting at any time.

(5) The Trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of the Constitution.

10. Notice

(1) The minimum period of notice required to hold any general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given.

(2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(4) The notice must be given to all the members and to the Trustees.

11. Quorum

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is;

Five members entitled to vote upon the business to be conducted at the meeting.

(3) The authorised representative of a member organisation shall be counted in the quorum

(4) If:

(a) a quorum is not present within half an hour from the time appointed of the meeting; or

(b) during a meeting a quorum ceases to be present,

The meeting shall be adjourned to such time and place as the Trustees shall determine.

(5) The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.

(6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified at the start of the meeting the members present at that time shall constitute the quorum for that meeting.

12. Chair

(1) General meetings shall be chaired by the person who has been elected as Chair.

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.

(3) If there is only one Trustee present and willing to act, he or she shall chair the meeting.

(4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

13. Adjournments

(1) The members present at a meeting may resolve that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.

(3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convene meeting stating the date time and the place of the meeting.

14. Votes

(1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

(2) A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

15. Officers and Trustees

(1) The Charity and its property shall be managed and administered by a committee comprising the Officers and other members elected in accordance with this Constitution. The Officers and other members of the committee shall be the Trustees of the Charity and in this constitution are together called "the Trustees".

(2) The Charity shall have the following Officers:

- A chair,
- A vice-chair,
- A secretary,
- A treasurer,
- A welfare officer.
- A communications officer.

(3) A Trustee must be a member of the Charity

(4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provision of clause 18.

(5) The number of Trustees shall be not less than three but (unless otherwise determined by a resolution of the Charity in a general meeting) shall not be subject to any maximum.

(6) The first Trustees (including Officers) shall be those persons elected as Trustees and officers at the meeting at which this constitution is adopted.

(7) A Trustee may not appoint anyone to act on his or her behalf at meeting of the Trustees.

16. Appointment of Trustees

(1) The Charity in general meeting shall elect the Officers and the other Trustees

(2) The Trustees may appoint any person who is willing to act as a Trustee. Subject to sub-clause 5(b) of this clause, they may also appoint Trustees to act as officers.

(3) Each of the Trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that general meeting.

(4) No-one may be elected a Trustee or an Officer at any annual general meeting unless prior to the meeting the Charity is given a notice that:

(a) is signed by a member entitled to vote at the meeting;

(b) states the member's intention to propose the appointment of a person as a Trustee or as an officer;

(c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

(5) (a) The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees.

(b) The Trustees may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.

17. Powers of Trustees

(1) The Trustees must manage the business of the Charity and have the following powers in order to further the Objects (but not for any other purpose)

(a) to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

(b) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;

(c) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;

(d) to do all such other lawful things as are necessary for the achievement of the Objects;

(e) make rules, consistent with the Constitution for the purpose of administration and organisation of the Charity's affairs

(f) where necessary delegate business to a sub committee(action panel);

(g) arrange payment of awards and benefits from the fund in accordance with the rules relating to awards and on the advice of any sub committee(action panel)

(h) consider written appeals from members relating to benefits and awards.

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

(3) Any meeting of the Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

18. Disqualification and Removal of Trustees

A Trustee shall cease to hold office if he or she:

(1) is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(2) ceases to be a member of the Charity;

(3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(4) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of registration is to take effect); or

(5) is absent without the permission of the Trustees from all their meeting held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

19. Proceedings of Trustees

(1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

(2) Any Trustee may call a meeting of the Trustees.

(3) The secretary must call a meeting of the Trustees if requested to do so by a Trustee.

(4) Questions arising at a meeting must be decided by a majority of votes.

(5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(6) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.

(7) The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater or such larger numbers as may be decided from time to time by the Trustees.

(8) A Trustee shall not be counted in the quorum present when any decision is made about a matter which that Trustee is not entitled to vote.

(9) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

(10) The person elected as the Chair shall chair meetings of the Trustees.

(11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.

(12) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.

(13) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it has been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.

(14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more of the Trustees.

20. Delegation

(1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.

(2) The Trustees may impose conditions when delegating, including the conditions that:

- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.

(3) The Trustees may revoke or alter a delegation

(4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

21. Irregularities in Proceedings

(1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- who was disqualified from holding office
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

If, without:

- the vote of that Trustee; and
- that Trustee being counted in the quorum,

The decision has been made by a majority of the Trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.

(3) No resolution or act of

- (a) the Trustees
- (b) any committee of the Trustees
- (c) the Charity in general meeting

Shall be invalidated by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Charity.

22. Minutes

The Trustees must keep minutes of all:

- (1) appointments of Officers and Trustees made by the Trustees;
- (2) proceedings at meetings of the Charity;
- (3) meeting of the Trustees and committees of Trustees including:
 - the names of the Trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

23. Annual Report and Return and Accounts

(1) The Trustees must comply with their obligations under the Charities Act 1993 with regard to:

- (a) the keeping of accounting records for the Charity;
- (b) the preparation of annual statements of account for the Charity;
- (c) the transmission of the statements of account to the Charity;
- (d) the preparation of an Annual Report and its transmission to the Commission;
- (e) the preparation of an Annual return and its transmission to the Commission

(2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission.

24. Registered Particulars

The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

25. Notices

(1) Any notice required by this constitution to be given to or by any person must be:

- (a) in writing; or
- (b) given using electronic communications

(2) The Charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address;

or

- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communications to the member's address

(3) A member who does not register an address with the Charity shall not be entitled to receive any notice from the Charity

(4) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

(5) (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

(c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

26. Rules

(1) The Trustees may from time to time make rules or bye-laws for the conduct of their business.

(2) The bye-laws may regulate the following matters but are not restricted by them:

(a) the admission of members of the Charity and the rights and privileges of such members, and the subscriptions and other fees or payments to be made by members.

(b) the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by this Constitution;

(c) the keeping and authenticating of records

(d) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

(e) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association

(3) The Charity in general meetings has the power to alter, add to or repeal the rules or bye-laws

(4) The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of the members of the Charity.

(5) The rules or bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

Rules

1. Members Subscriptions & Awards

A schedule of member subscriptions, awards and benefits payable from the fund will be determined and reviewed annually by the Trustees and submitted for ratification by the membership at the AGM.

Member subscriptions shall be made by monthly salary deduction through the appropriate financial services agency.

Subscriptions

£5/month including DASBF Lottery

£3/month standard

Awards

Death - £3000 payable within 5 days

Retirement - £30/for each full year of membership back to inception 1990

Hardship – support matched to circumstances

2. Action Panels

Action Panels will consider and decide upon claims submitted to the Fund. When a claim is submitted an Action Panel will be formed by the Welfare Officer or if he or she is not available the Chair or Vice Chair. Each Action panel shall consist of three impartial fund members unconnected with a claimant of which at least two will be Trustees.

The Action panel will consider the claim together with supporting evidence and make recommendations to the Executive Committee in accordance with the schedule of subscriptions and awards.

3. Authorised Signatories

Three Trustees will be authorised signatories of the funds business accounts, cheques drawn on the accounts must be signed by two of the three authorised signatories.

4. Lottery

Lottery prizes will be awarded quarterly. Ten prizes are awarded with names being drawn by the executive committee at the quarterly meeting. Lottery prizes will be reviewed annually at the AGM with the breakdown of prizes reflecting the current level of member's subscriptions.