



Registered charity number 1114905

# **Radnorshire Healthy Friendships**

## **Constitution**

**Founded Thursday 6 October 2005**

**Constitution Adopted 2 September 2009**

**Constitution for  
RADNORSHIRE HEALTHY FRIENDSHIPS**

**1 Name**

The name of the Association is **RADNORSHIRE  
HEALTHY FRIENDSHIPS** [Registered Charity Number 1114905] ('the Association').

**2 Objects and powers**

- 2.1 The Association is established to provide social educational and healthy activities for people who experience mental health distress (and their Carers) and who live within Powys (or other area determined by the Association).
- 2.2 In furtherance of such objects but not otherwise the Association may:
- 2.2.1 employ and pay any person or persons or engage and pay sub-contractors to supervise, organise and carry on the work of the Association;
  - 2.2.2 recruit befrienders and volunteers to carry on the work of the Association;
  - 2.2.3 undertake fundraising activities including (but without limitation) raffles, sponsored walks and other similar activities;
  - 2.2.4 Befriend individuals (and their care providers) who fall within the objects and arrange appropriate group activities;
  - 2.2.5 seek, obtain and pay for appropriate professional advice on any issue within the objects of the Association;
  - 2.2.6 collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects whether in this country or overseas;
  - 2.2.7 raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise;
  - 2.2.8 purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of such objects and construct, maintain and alter any equipment and furnish any buildings or erections necessary for the work of the Association;
  - 2.2.9 make regulations for any property which may be so acquired;

2.2.10 subject to such consents as may be required by law, sell, lease or otherwise dispose of all or any of the property or assets of the Association;

2.2.11 accept gifts and raise money for such objects on such terms as shall be thought fit; and necessary;

2.2.12 invest the money of the Association not immediately required for the said objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;

2.2.13 do all such other lawful things as are necessary for the attainment and promotion of such objects;

2.2.14 establish where necessary local branches (whether autonomous or not).

### **3 Membership**

3.1 Full membership of the Association shall be open to:

3.1.1 individuals of 18 years and over who are interested and committed to furthering the work of the Association and who have paid the annual subscription (if applicable) as laid down from time to time by the executive committee mentioned below; and

3.1.2 individuals of 18 years and over who experience mental health distress and who live within Powys (or such other area determined by the Association) and the carer of any such person.

3.2 Each member must be willing to be bound by the conditions of this Constitution and any lawful rules or regulation made by the Executive Committee and shall not do anything to hinder obstruct or harm the furtherance of the objects of the Association.

3.3 Honorary members may be appointed at the discretion of the Executive Committee. Honorary members shall not be entitled to vote.

3.4 The Executive Committee shall have the right:

3.4.1 to approve or reject applications for membership; and

3.4.2 for good and sufficient reason to suspend or terminate the membership of any individual or organisation provided that the individual member or organisation concerned shall have the right to be heard by the Executive Committee before a final decision is made.

3.4.3 prevent (for so long as is reasonably required) a member from exercising their voting rights in the event that they are not well enough to administer or deal with their own affairs.

#### **4 Honorary officers**

- 4.1 At the Annual General Meeting mentioned below the Association shall elect a Chairperson, a Vice-Chairperson, a Treasurer and such other honorary officers (up to a further five) as the Association shall from time to time decide.
- 4.2 The Chairperson and the honorary officers shall automatically be members of the Association, and Executive Committee and any other committee.
- 4.3 The Association may appoint one or more qualified auditors and may determine their remuneration (if any).

#### **5 Executive committee**

- 5.1 Subject as mentioned below the policy and general management of the affairs of the Association shall be directed by an Executive Committee ('the Committee') which shall meet not less than 4 times a year and when complete shall consist of not less than 3 members.
- 5.2 The members of the Committee shall be elected at the Annual General Meeting of the Association in accordance with clause 5.5.
- 5.3 Election to the Committee shall be for 2 years. One-third of the membership shall retire annually but shall be eligible for re-election, the members so to retire being those who have been longest in office since the last election. As between members who have been in office the same length of time, those due to retire shall be chosen by lot.
- 5.4 Only full members of the Association whether individual or representative shall be eligible to serve as officers or members of the Committee and the person appointed in the position of Coordinator of the Association shall not be eligible to serve as a member of the Committee (whilst in office as the Coordinator) but shall be entitled to attend and make representations at the Committee meetings.

- 5.5 Nominations for officers or members of the Committee must be made by full members of the Association at or before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot provided that the first members of the Committee under this Constitution have been elected by personal vote at the last Annual General Meeting of the Association.
- 5.6 Full and accurate minutes will be kept by the Executive Committee of all meetings held matters discussed and decisions made and they shall be stored safely and made available to members.
- 5.7 Any casual vacancy in the Committee may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for election at that meeting.
- 5.8 The proceedings of the Committee shall not be invalidated by any failure to elect, or any defect in the election, appointment, co-option or qualification of, any member.
- 5.9 The Committee shall appoint and fix the remuneration of staff (not being members of the Committee) as may in its opinion be necessary.
- 5.10 The Committee may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon as possible  
PROVIDED THAT
- (a) any Sub-Committee shall contain at least one member of the Committee and
  - (b) such Sub-committee shall not have any decision making ability or control of finances and operate in an advisory capacity only.

## **6 Determination of membership of the committee**

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

- 6.1 is disqualified from acting as a member of the Committee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- 6.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 6.3 resigns his or her office by notice in writing; or

- 6.4 is absent from all consecutive meetings within a 6 month period of the Committee and/or for good and sufficient reason three-quarters of the other members of the Committee pass a resolution that such Committee member shall be removed from office
- 6.5 ceases to be a member of the Association.

## **7 Meetings of the Association**

- 7.1 Once a year an Annual General meeting of the Association shall be held at such time (not being more than 14 months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine. At least 28 clear days' notice shall be given in writing by the Co-ordinator upon the instruction of the Chair to each member. At such Annual General Meeting the business shall include the election of honorary officers; the election of full members to serve on the Committee; the appointment of an auditor, auditors or independent examiner if required by the constitution; the consideration of an annual report of the work done by or under the auspices of the Committee and of the audited or examined accounts; and the transaction of such other matters as may from time to time be necessary.
- 7.2 The Chair of the Committee may at any time at his/her discretion, and the Chair shall within 21 days of receiving a written request so to do signed by not less than two full members and giving reasons for the request, call a special general meeting of the Association.

## **8 Rules of procedure at all meetings**

- 8.1 Quorum
- The quorum at a meeting of the Association shall be one-tenth of the total actual membership of the Association for the time being and the quorum of the Committee or of any committee appointed under clause 5.10 shall be three of the Committee or committee (as the case may be) or such other number as the Association may in general meeting from time to time determine.
- 8.2 Voting
- Save as otherwise provided, all questions arising at any meeting (whether of members or Committee) shall be decided by a simple majority of those present and entitled to vote. Arrangements for proxy voting may from time to time be

made by the Committee provided that no such arrangements shall be made with regard to clauses 12 and 13. No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent 2 or more interests, but in case of an equality of votes the Chair of the meeting shall have a second or casting vote.

8.3 In the event of a tie on any voting issue the Chair shall have the casting vote.

8.4 Standing orders and rules

The Committee shall have power to adopt and issue standing orders policies and/or rules for the Association. Such standing orders policies and/or rules shall come into operation immediately provided that they shall be subject to review by the Association in general meeting and shall be consistent with the provisions of this Constitution.

## **9 Payments**

All moneys raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose provided that nothing herein contained shall prevent:

9.1 the repayment to members of the Association or of any committee appointed under clause 5.10 hereof of reasonable out-of-pocket expenses subject to production of valid receipts and the approval of the Committee prior to such expenses being incurred.

9.2 the Committee being entitled to effect policies of insurance or indemnity and paying any premiums thereon to cover the liability of the Committee (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association; provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the Committee (or any of them) knew to be a breach of trust, or breach of duty, or which was committed by the Committee (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

## **10 Finance**

- 10.1 The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
- 10.1.1 the keeping of accounting records for the Association;
  - 10.1.2 the preparation of annual statements of account for the Association;
  - 10.1.3 the auditing or independent examination by AJ Accounting Limited or other similar person of the statements of account of the Association; and
  - 10.1.4 the transmission of the statements of account of the Association to the Commissioners.
- 10.2 An audited statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting as aforesaid.
- 10.3 A bank account shall be opened in the name of the Association with Barclays Bank Plc, or with such other bank as the Committee shall from time to time decide. All cheques must be signed by not less than two authorised signatories.
- 10.4 The Treasurer shall oversee as often as is reasonably required all records of financial transactions kept by the Co-ordinator so as to be able to comply with the obligations at 10.1 above

## **11 Trust property**

- 11.1 Subject to the provisions of clause 11.2, the Committee shall cause the title to:
- 11.1.1 all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
  - 11.1.2 all investments held by or on behalf of the Association including the bank account to be vested in not less than three individuals appointed by them as holding trustees and shall include the Treasurer. Holding trustees may be removed by the Committee at their pleasure and shall act in accordance with the lawful directions of the Committee. Provided they only act in accordance with the lawful directions of the Committee, the holding trustees shall not be liable for the acts and defaults of its members.
- 11.2 The holding trustees shall be entitled to an indemnity out of the property of the Association for all expenses and other liabilities properly incurred by them in the discharge of their duties.

## **12 Alterations to the constitution**

- 12.1 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.
- 12.2 No amendment may be made to clause 1 (the name of charity clause), clause 2 (the objects clause), clause 13 (the dissolution clause) or this clause without the prior consent in writing of the any body or authority with jurisdiction over the regulation of the objects of charities.
- 12.3 No amendment may be made which would have the effect of making the charity cease to be a charity at law.
- 12.4 The Committee should promptly send to the Charity Commissioners a copy of any amendment made under this clause.

## **13 Dissolution**

If the Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote of which meeting not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a simple majority of those present and voting at such meeting the Committee shall have power to dispose of 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 Committee may determine.

## **14 Notices**

Any notice may be served by the nominated person on any member either personally or on its appointed representative as the case may be or by sending it through the post in a prepaid letter addressed to such member at his, her or its last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

THIS CONSTITUTION WAS ADOPTED AT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF THE ASSOCIATION HELD ON 2 SEPTEMBER 2009 AT THE SEVERN ARMS HOTEL, PEN-Y-BONT LLANDRINDOD WELLS, POWYS AND UNDER THE RULES OF THE FORMER CONSTITUTION ADOPTED ON 6 OCTOBER 2005 AND SUBSEQUENT AMENDMENTS THERE OF.

SIGNED..... CHAIR PERSON

NAME SARAH BETTS DATED Wednesday 2 September 2009

SIGNED..... TREASURER

NAME ROSEMARY LANE DATED Wednesday 2 September 2009

SIGNED..... COORDINATOR

NAME STUART BEESLEY DATED Wednesday 2 September 2009