

# Body Positive Cheshire & North Wales Constitution

## 1. Name

The name of the organisation is Body Positive Cheshire and North Wales hereinafter referred to as 'The Charity'

## 2. Holding Trustees

The title to all real or personal property which may be acquired by or on behalf of The Charity shall be vested in a corporation lawfully entitled to act as Holding Trustee or in not less than three or more than six individual persons (not being members of the Management Committee).

## 3. Objects & Powers

3.1. The Charity is established for:-

3.1.1. The relief of poverty sickness and distress amongst those infected with the Human Immunodeficiency Virus (HIV) and those persons generally who have developed Acquired Immune Deficiency Syndrome (AIDS) related diseases or who are or have been personally affected by HIV/AIDS or related conditions

3.1.2. To advance the education of the public and to promote research in all matters associated with the effects of HIV infection and AIDS and the prevention thereof and to disseminate the useful results of such research.

3.2. In furtherance of such objects but not otherwise The Charity may:-

3.2.1. Employ and pay any person or persons to supervise, organise and carry on the work of The Charity and make all reasonable and necessary provision for the payment of pension and superannuation to or on behalf of employees and their widows partners or other dependants;

3.2.2. Bring together in conference representatives of voluntary organisations, Government Departments, statutory authorities and individuals;

3.2.3. Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results of such research surveys and investigations;

3.2.4. Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;

3.2.5. Collect and disseminate information on all matters affecting the aforementioned objects and exchange such information with other bodies having similar objects whether in the United Kingdom or overseas;

3.2.6. Undertake, execute, manage or assist any charitable trust which may lawfully be undertaken, executed, managed or assisted by The Charity;

3.2.7. Purchase, take on, lease, exchange, hire or otherwise acquire any property and any right and privileges necessary for the promotion of such objects and construct maintain and alter any buildings or erections necessary for the work of The Charity;

3.2.8. Make regulations for any property which may be so acquired;

3.2.9. Sell, let, mortgage dispose of or turn to account all or any of the property or assets of The Charity;

3.2.10. Accept gifts and borrow or raise money for such objects on such terms and on such security as shall be thought fit;

3.2.11. Procure contributions to The Charity by personal or written appeals, public meetings or otherwise;

3.2.12. Invest the money of The Charity not immediately required for such 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;

3.2.13. Provide counselling help and support to people with HIV, AIDS and AIDS related conditions and to partners, families and friends;

3.2.14. Establish maintain and develop a free confidential advisory and counselling service for the giving of individual or group information and counselling;

- 3.2.15. Examine the needs of families and friends subject to the stresses which HIV and AIDS bring as environmental, personal and/or social problems and to consider the social machinery necessary to bring relief and help to those so distressed;
- 3.2.16. To do all such other lawful things as are necessary for the attainment of such objects.

#### **4. Membership**

- 4.1. Membership is open to any person who subscribes to this Constitution and whom the Management Committee wishes to accept into membership. Corporate membership is not permitted.
- 4.2. The Management Committee may withdraw the membership of a person upon a two-thirds majority decision of the Management Committee present and voting.
- 4.3. A member may terminate his/her membership at any time by notice in writing to the Management Committee.
- 4.4. All members wishing to work publicly on behalf of The Charity must undergo appropriate training as identified by the Management Committee.
- 4.5. Subscriptions – Membership of The Charity is on an annual basis. On commencement of membership a subscription shall be paid. Subscriptions are renewable on 1 April in each year. The amount subscribed on joining and thereafter is at the discretion from time to time of the Management Committee.

#### **5. Annual General Meeting**

An Annual General Meeting of the Group shall be held once in every financial year normally not later than the end of December and not more than 15 months shall elapse between the date of one AGM and that of the next

- 5.1. to receive and if approved adopt the annual report from the Management Committee and audited or independently examined (as appropriate) statement of accounts;
- 5.2. to appoint an Auditor or Independent Examiner (as appropriate) who shall be appropriately qualified;
- 5.3. to appoint a Management Committee which shall consist of not less than five people and not more than ten people so elected who shall be appointed and retire as follows:
  - 5.3.1. Appointment and retirement of Management Committee members.
    - 5.3.1.1. At the first annual general meeting following the introduction of this new clause (which will take place in the year 01-02) all the management committee members shall retire from office, and at every subsequent annual general meeting one-third of the management committee members who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office; but, if there is only one management committee member who is subject to retirement by rotation, he shall retire.
    - 5.3.1.2. The management committee members to retire by rotation, shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed management committee members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
    - 5.3.1.3. If the Charity at the meeting at which a management committee member retires by rotation, does not fill the vacancy the retiring management committee members shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the management committee member is put to the meeting and lost.
    - 5.3.1.4. No person other than a management committee member retiring by rotation shall be appointed or reappointed a management committee member at any general meeting unless:
      - 5.3.1.4.1. he is recommended by the management committee members; or
      - 5.3.1.4.2. not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for appointment or

reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of management committee members together with a notice executed by that person of his willingness to be appointed or reappointed.

- 5.3.1.5. No person may be appointed as a management committee member:
- 5.3.1.5.1. if they are under the age of 18 years unless the charity is a registered company; or
- 5.3.1.5.2. in circumstances such that, had he already been a management committee member, he would have been disqualified from acting under the provisions of Article 38.
- 5.3.1.6. Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person (other than a management committee member retiring by rotation at the meeting) who is recommended by the management committee members for appointment or reappointment as a management committee member at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or reappointment as a management committee member. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's register of management committee members.
- 5.3.1.7. Subject as aforesaid, the Charity may by ordinary resolution appoint a person who is willing to act to be a management committee member either to fill a vacancy or as an additional management committee member and may also determine the rotation in which any additional management committee members are to retire.
- 5.3.1.8. The management committee members may appoint a person who is willing to act to be a management committee member either to fill a vacancy or as an additional management committee member provided that the appointment does not cause the number of management committee members to exceed any number fixed by or in accordance with the provisions of clause 5.3 as the maximum number of management committee members. A management committee member so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the management committee members who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 5.3.1.9. Subject as aforesaid, a management committee member who retires at an annual general meeting may, if willing to act, be reappointed.
- 5.4. to deal with any matter which the Management Committee or any individual member desires to bring before the members provided that the required notice has been given.
- 5.5. Only those who are subscribers at the time of the Annual General Meeting shall be eligible to vote at that meeting. However no new subscription or renewal of subscription is permitted on the day of the Annual General Meeting.
- 5.6. The Chairperson of the Annual General Meeting shall have a second or casting vote in the event of an equality of votes.

## **6. The Management Committee**

- 6.1. The Management Committee shall meet at least four times a year.
- 6.2. The Management Committee shall undertake to carry out the aims and objectives of The Charity.
- 6.3. The Management Committee shall determine the nature of the officer posts open to election.
- 6.4. At the first meeting of the Management Committee following upon the Annual General Meeting it shall elect:
  - 6.4.1. A Chairperson
  - 6.4.2. A Treasurer who shall be responsible for providing an account of all monies spent and received by or on behalf of the Management Committee
  - 6.4.3. A Secretary whose responsibility shall be:
    - 6.4.3.1. To send notice of meetings agenda and resolutions to members of the Management Committee
    - 6.4.3.2. To record in a book provided for that purpose proper minutes of proceedings and resolutions of any meeting of the Management Committee
    - 6.4.3.3. To notify members of the date of the Annual General Meeting at least 28 days in advance

- 6.4.3.4. To advise members that any resolution must be submitted in writing to the Secretary at least twenty-eight days prior to the date of the Annual General Meeting
- 6.4.3.5. To send out to members at least fourteen days prior to the date of the Annual General Meeting copies of the agenda and of any resolution or resolutions received.
- 6.5. A quorum shall consist of three members of the Management Committee provided that not less than two shall be elected members of the Management Committee.
- 6.6. The Management Committee shall endeavour to raise grant aid funding and is empowered to contract with such bodies for the provision of services.
- 6.7. The Management Committee may engage a Co-ordinator, and may engage such other staff as are deemed necessary (not being members of the Management Committee).
- 6.8. The Management Committee shall develop an equal opportunities policy and undertake not to discriminate on the grounds of ethnicity, religion, gender, sexuality or disability. This shall not prevent the targeting of specific sub groups for services offered nor the recruitment of individuals from specified subgroups in paid or unpaid capacities where permitted by current legislation and where appropriate for the most effective delivery of services.
- 6.9. The Management Committee shall endeavour to positively encourage HIV positive individuals and users of the service whatever their status to stand for the Management Committee at appropriate occasions when nominations are sought.
- 6.10. The Management Committee will recognise that HIV positive members of the Management Committee may have special needs and may require periods of absence, and will endeavour, when appropriate, to support such individuals in continuing to participate in Management Committee activities which may include a nominated spokesperson acting on the individual's behalf.

## **7. Rules of procedure at all Meetings**

- 7.1. Save as otherwise provided, the quorum at a meeting of The Charity or of any committee appointed shall be one quarter of the total membership of The Charity or committee (as the case may be) or such other number as The Charity may in General Meeting from time to time determine.
- 7.2. Voting – save as otherwise provided – on all matters shall be decided by a simple majority of those present, who are listed members and entitled to vote and do not abstain. Arrangements for proxy-voting, voting by secret ballot, or postal votes of listed members may from time to time be made by the Management Committee. No person should exercise more than one vote, but in case of any equality of votes the Chairperson of the meeting shall have a second or casting vote.
- 7.3. Minute Books shall be kept by the Management Committee and all other committees and the appropriate secretary shall enter in the Minute Book a record of all proceedings and resolutions.
- 7.4. Standing Orders and Rules:  
The Management Committee shall have power to adopt and issue Standing Orders and/or Rules for the Group. Such Standing Orders and/or Rules shall come into operation immediately provided that they shall be subject to review by the Group in General Meeting and shall not be inconsistent with the provisions of this Constitution.

## **8. Finance**

- 8.1. All income is the property of The Charity.
- 8.2. The Management Committee shall maintain an account with a financial institution. All such accounts shall require at least two signatories so authorised by the Management Committee.
- 8.3. The financial year shall run from 1 April to 31 March.
- 8.4. Reasonable out of pocket expenses incurred by members in the course of carrying out their duties or anyone so authorised by the Management Committee may be paid. All claims for expenses

incurred on behalf of The Charity shall be sent to the Co-ordinator and be continually monitored by the Treasurer.

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

- 8.5. The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
- 8.5.1. The keeping of accounting records for The Charity;
  - 8.5.2. The preparation of annual statements of account of The Charity;
  - 8.5.3. The auditing or independent examination of the statements of account of The Charity; and
  - 8.5.4. The transmission of the statements of account of The Charity to the Commission.

## **9. Extraordinary General Meetings**

- 9.1. An Extraordinary General Meeting shall be called to consider any alteration or amendment to this Constitution.
- 9.2. An Extraordinary General Meeting may for sufficient cause be called by the Management Committee in consultation with the Holding Trustees or two thirds of the members of The Charity, the reason for such calling being given in writing to the Secretary of the Management Committee.
- 9.3. The Secretary shall:
- 9.3.1. Notify members in writing of the date of such Extraordinary General Meetings at least twenty-eight days in advance;
  - 9.3.2. At the same time send out to members copies of any resolution or resolutions received as the cause for such a Meeting being called and to be considered at such a Meeting.

## **10. Notices**

Any notice may be served by the Secretary on any member either personally or on its appointed representative as the case may be or by sending it through the post in a pre-paid 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 seven days of posting.

## **11. General Rule**

No individual member shall take any public action or make public announcement in the name of The Charity, or otherwise do anything directly or indirectly to represent that any proposal, action or statement of fact or opinion has the approval of The Charity, the Management Committee or an individual designated from time to time. Only the Management Committee or an individual so authorised by the Management Committee may make announcements and publications in the name of The Charity.

## **12. Interpretation**

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

## **13. Amendments**

- 13.1. 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.
- 13.2. A resolution for the amendment of the Constitution must be received by the Secretary of the Group at least twenty one days before the meeting at which the resolution is to be brought forward.
- 13.3. At least fourteen days notice of such a meeting must be given by the Secretary to the membership.
- 13.4. The notice of the general meeting must include notice of the resolution setting out the terms of the amendment proposed.

- 13.5. No amendment may be made to clause 1, clause 3 (including sub-clauses), clause 8.4, clause 14, and this clause without the prior consent in writing of the Charity Commission .
- 13.6. No amendment may be made which would have the effect of making The Charity cease to be a charity at law.
- 13.7. In addition to other requirements of clause 13, the Management Committee is encouraged, where time permits, to seek prior approval of the Charity Commission for all proposed amendments to the Constitution.
- 13.8. The Management Committee should promptly send to the Charity Commission a copy of any amendment made under this clause.

#### **14. Dissolution**

The Charity may be dissolved by a Resolution passed by a two-thirds majority of those present and voting at a Special General Meeting convened for the purpose of which twenty-one days' notice shall have been given (to the members). Such resolution may give instructions for the disposal of any assets held by or in the name of The Charity, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the members of The Charity but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of The Charity as The Charity may determine and if and in so far as effect cannot be given to this provision then 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.

*Adopted on 30<sup>th</sup> July 2001*