

Sandwell Visually Impaired

Constitution

1. Name

The name of the organisation will be Sandwell Visually Impaired, abbreviated to SVI. In this constitution all references to 'the Group' will mean this organisation.

2. Area of work

The Group will operate within the area of Sandwell. In this constitution all references to the 'Area of Benefit' will mean this area.

3. Objectives

The objectives of the Group are:

The relief of blind and visually impaired people their families and carers in Sandwell. In particular but not exclusively by the assistance in the provision of advice, education, information and support to enable increased independence and life opportunities.

4. Powers

In order to achieve the objectives the Group will be able to:

- (i) Work with and support other groups, voluntary organisations, statutory agencies and individuals to achieve its objectives.
- (ii) Conduct or assist with research and surveys, and publish the results.
- (iii) Provide, arrange and support exhibitions, meetings, lectures, seminars and training courses.
- (iv) Collect and share information on matters related to its objectives with other groups with similar objectives.
- (v) Commission, publish and distribute articles, books, periodicals, pamphlets or other documents or films that support its objectives
- (vi) Buy, lease, exchange, hire or acquire any property, rights and privileges needed to achieve its objectives and build, maintain and alter any buildings for the work of the Group.

- (vii) Sell, let, mortgage, dispose of or turn to account all or any of the assets of the Group.
- (viii) Accept gifts, or raise money to support the Group on appropriate terms. Assets owned by the Group may be used as security if necessary.
- (ix) Raise funds for the Group by personal or written appeals, public meetings or any other legitimate means.
- (x) Invest any of the Group's funds that are not required for day-to-day running costs in any appropriate investments, securities or property, subject to any conditions required by law.
- (xi) Employ staff, who may not be members of the Group's Executive Committee, to carry out the work of the Group.
- (xii) Perform any other lawful activity that will assist the Group to achieve its objectives.

5. Membership

- (a) Subject to approval by the Executive Committee, any individual who lives or works in the Area of Benefit may become a member of the Group by applying for membership to the Executive Committee.
- (b) The Executive Committee can, if there is a good reason to do so, terminate the membership of an individual member or member organisation, provided that the individual or member organisation is allowed to explain to the Executive Committee why their membership should not be terminated before a final decision is taken.

6. Subscription

Members may be asked to pay a subscription. The Executive Committee will set the level of any subscription fee

7. General meetings

- (a) An Annual General Meeting of the Group must be held within fifteen months of the previous Annual General Meeting (AGM). Members will be given at least twenty-one days notice of this meeting by the Secretary, in writing.

- (b) At the AGM:
 - (i) The Chair will present an annual report on the activities of the Group.
 - (ii) The accounts of the Group will be reviewed.
 - (iii) The Executive Committee of the Group will be elected.
 - (iv) Any resolution to change the constitution or review any standing orders will be considered.

- (c) A Special General Meeting of the Group may be called at fourteen days notice in writing by the Secretary, if requested, in writing, by 5 members of the Group or by the Executive Committee. The notice sent to members for this meeting will state the purpose of the meeting

- (d) The minimum number of people who must be present for any General Meeting to be able to make valid decisions (the Quorum) will be 10% or more of total number of members of the Group who would be entitled to vote or 20 members whichever is less. If a quorum is not present within half an hour of the scheduled start time of the meeting then the meeting will be adjourned and rescheduled for a later date.

- (e) Voting at all general meetings will be by simple majority on a show of hands or by a secret ballot as the meeting may decide. In the event of tied vote the Chair will have a second or casting vote.

8. Committees

The management of the Group will be conducted by an Executive Committee, which will meet a minimum of 4 times a year.

- (a) (i) The Committee will be made up of not less than three members but, unless otherwise decided by the members of the Group at a General Meeting, there will be a maximum limit of 15 on the number of members on the Executive Committee.

- (ii) Any observers, who can be appointed by the Executive Committee to provide particular skills and experience, will not be able to vote at committee meetings.

- (b) At the first meeting of the Executive Committee after an Annual General Meeting, the Committee will elect from amongst themselves a Chair, Vice-Chair, Secretary and Treasurer and any other Officers they deem necessary for the proper management of the Group.
- (c) If a vacancy arises on the Executive Committee, the Executive Committee may fill that vacancy by co-opting a member of the Group to the Committee. If an elected officer resigns or leaves the Group for any reason, the Executive Committee can elect one of their members as a replacement.
- (d) Working Groups may be appointed by the Executive Committee who will determine its membership and the work it undertakes.
- (e) The Executive Committee can, if there is a good reason to do so, terminate the membership of an Executive Committee member provided that they are allowed to explain to the Executive Committee why their membership should not be terminated before a final decision is taken.
- (f) Decisions taken by the Executive Committee will not be invalid if the Executive Committee fails to appoint a member to fill a vacancy or if the appointment or election of a member is invalid.
- (g) The Quorum for all meetings of the Executive Committee will be 2 members with full voting rights or one-third of the membership of the committee, whichever is the higher.
- (h) Voting will be by simple majority on a show of hands or by ballot as the Committee may decide. In the event of a tied vote the Chairperson will have a second or casting vote.
- (i) At every AGM, one third of the Members of the Committee, or the number nearest to one third shall stand down from the office.
- (j) The Members of the Committee to stand down will be those who have been longest in office since the last time they were elected. A member who stands down from office will be able to stand for re-election.

9. Trustees

The Group may decide how to appoint, and appoint, a minimum of three people who are not members of the Executive Committee to act as Trustees to hold the assets and/or property belonging to the Group.

10. Indemnity

The Group will arrange insurance cover for its officers, staff, voluntary workers and members against all risks incurred in the course of the proper performance of their duties. This insurance may not cover any claim arising from any act or omission which was known to be a breach of trust or breach of duty or which was committed in reckless disregard of whether it was a breach of trust or breach of duty or not.

11. Finance

- (a) An Account will be opened by the Treasurer, in the name of the Group, at a bank or building society chosen by the Executive Committee. The account will have a minimum of two signatories and all cheques will require two signatures.
- (b) The Executive Committee will authorise in writing the officers of the Group to sign cheques on behalf of the Group and arrange for the auditing of the accounts in preparation for the Annual General Meeting.
- (c) The income and property of the Group will be used only for the objectives of the Group as set out in this constitution.
- (d) A member of the Executive Committee may receive from the income and property of the Group reasonable expenses properly incurred when acting on behalf of the Group.
- (e) No payments will be made either directly or indirectly to any member of the Group, who is not also a member of the Executive Committee, except:
 - (i) to cover reasonable out of pocket expenses properly incurred when acting on behalf of the Group;
 - (ii) to pay reasonable costs for goods or services supplied to the Group, as agreed by the Executive Committee.

- (f) No member of the Executive Committee may be paid or receive any other benefit for being a member of the Executive Committee. This does not prevent a member of the Executive Committee from:
 - (i) buying goods or services from the Group on the same terms as other members or members of the public;
 - (ii) receiving a benefit from the Group as a beneficiary of the Group

- (g) A member of the Executive Committee may:
 - (i) sell goods, services or any interest in land to the Group;
 - (ii) be employed by or receive any remuneration from the Group;
 - (iii) receive any other financial benefit from the Group

if:

- (i) he or she is not prevented from so doing by sub-clause (iv) of this clause; and
- (ii) the benefit is authorised and recorded in writing at a meeting of the Executive Committee and he or she is not present (or counted as present for determining if the meeting is quorate) for that part of the meeting when the matter is discussed and voted upon;
- (iii) not more than 50% of the Executive Committee have or are currently receiving any such benefit;
- (iv) he or she is absent from any future discussion of the Executive Committee about or related to this benefit.

12. Alterations to the constitution

- (a) The Group may alter any provision contained in this Constitution provided that:
 - (i) Any resolution to alter a provision of this constitution is passed by two-thirds of those present and voting at a general meeting.
 - (ii) No changes may be made to clause 3 (the objects clause), clause 13 (the dissolution clause), or this clause if the change would not be considered reasonable by the members or donors to the Group.

- (iii) No change may be made which would have the effect of making the Group cease to be a Charity at law.
- (b) A copy of any resolution amending this constitution shall be sent to the Charity Commission within twenty one days of it being passed.

13. Dissolution

If the Executive Committee decides that it is necessary to dissolve the Group it shall call a meeting of all members of the Group, giving at least 21 days notice and stating the reason for the meeting.

If the proposal to dissolve the Group is confirmed by the two-thirds majority of those present and voting the Executive Committee will settle any debts or liabilities the Group may have and may dispose of any of the Group's assets to raise the funds necessary to settle those debts.

Any assets or funds that remain after the settlement of the Group's debts will be given or transferred to another charitable organisation(s) with similar objectives to the Group or, if this is not possible, will be donated to a registered charity.

14. Rules

The Executive Committee may make such rules or bye laws as they may deem necessary for the proper conduct and management of the Group and for the purposes of setting out classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (a) the admission and classification of members of the Group (including the admission of organisations to membership)
- (b) the rights and privileges of members
- (c) the conditions of membership
- (d) the terms on which members may resign or have their membership terminated
- (e) the entrance fees, subscriptions and other fees or payments to be made by members;
- (f) the conduct of members of the Group in relation to one another, and to the Group's servants;

- (g) the setting aside of the whole or any part or parts of the Group's premises at any particular time or times or for any particular purpose or purposes;
- (h) the procedure at general meetings and meetings of the Executive Committee in so far as such procedure is not regulated by the constitution;
- (i) generally, all matters that are commonly the subject matter of a Group's rules.

Signed: 

Date **26th October 2010**