

CONSTITUTION
OF
THE HARROGATE & DISTRICT (INCLUDING RIPON) SOCIETY FOR THE
BLIND.

Adopted on the 19th Day of October 2006.

A. DEFINITIONS:

- A.1 Visually impaired persons are those persons who are registered as blind or partially sighted with the appropriate Authority or unregistered persons experiencing significant sight problems.
- A.2 Volunteers shall be persons who have expressed a desire in writing to assist actively in the pursuance of the objects of the Society and whose names after approval by the Management Committee are on the Society's Register of Volunteers.
- A.3 Period of notice. The period of notice shall commence on the day after the date of the notice.
- A.4 The Act. The Act refers to The Charities Act 1992 (or any statutory re-enactment or modification thereof).
- A.5.0 Ballot. Where a ballot is requested in accordance with this Constitution it shall be conducted in the following manner (unless the meeting shall decide otherwise):-
- A.5.1 A written, or Braille slip, shall be provided for all Members present indicating the proposals to be voted upon;
- A.5.2 The meeting shall appoint two tellers (one of whom must be a sighted person able to read Braille) from the members present; and
- A.5.3 The tellers shall advise the Chairman of the meeting the total number of votes for each proposal which shall then be declared.

1. NAME.

The name of the Society shall be The Harrogate & District (including Ripon) Society for the Blind ("the Society").

2. ADMINISTRATION.

The affairs of the Society shall be managed and administered by the Management Committee (who shall be Trustees as defined by the Act) which shall be the governing body of the Society as constituted by Clause 8 of this Constitution.

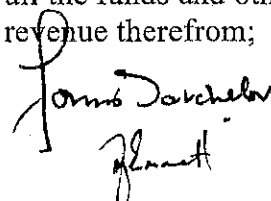
3. OBJECTS.

To respond appropriately to the needs of the visually impaired people in the Harrogate district and in particular to provide and maintain a centre for social meetings and handicraft training for visually impaired people, entertainments, travel and holiday facilities and recreational health safety or occupational requisites to visually impaired people or their dependants.

4. POWERS.

In furtherance of the Objects but not otherwise the Management Committee may exercise the following powers:

- 4.1 There shall vest in the Society and it shall administer and apply all the funds and other assets belonging to the Society and all future funds and assets and the revenue therefrom;



- 4.2 The Society shall administer all grants bequests donations and other contributions including subscriptions from its Members and sums allocated by the Royal National Institute for the Blind and shall apply the same for the specific purposes for which they are given or in the absence of directions to the contrary for any purpose coming within the Objects of the Society.
- 4.3 To hold and retain, purchase or lease and build if considered necessary, premises suitable for the purpose of the Society and to alter, extend and maintain the same.
- 4.4 To sell or lease all or any heritable property belonging to the Society or which it may acquire subject to any constraints required by law.
- 4.5 Whenever thought prudent to sell or vary all or any of the investments held by the Society.
- 4.6 As the need arises, to borrow any sum of money by way of Bank overdraft and grant security therefore or for any sum for which the Society may become liable in carrying out its Objects subject to any consents needed.

5.0 MEMBERSHIP.

The Members of the Society shall be:

- 5.1 Subscribers of not less than £1 per annum or such other sum as shall be agreed at an Annual General Meeting; or
- 5.2 Individuals registered with the Society as Volunteers.
- 5.3 All the foregoing Members shall be entitled to attend and vote either in person or by proxy at all meetings of the Society and shall be eligible for appointment to the Management Committee defined in Section 7 hereof.

6. HONORARY OFFICERS.

At the Annual General Meeting of the Society the members shall elect from amongst themselves a chairman, a vice-chairman, an honorary secretary and an honorary treasurer, who shall hold office from the conclusion of that meeting.

7. MANAGEMENT COMMITTEE.

- 7.1 The Management Committee shall consist of not more than thirteen members being:
- 7.1.1 The four honorary officers specified in Clause 6 above;
- 7.1.2 Nine members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- 7.2 All the members of the Management Committee shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- 7.3 No Member of the Society (other than a retiring Officer or Committee member, with the exception of the Chairman who may not hold office for more than seven consecutive years) shall be eligible for election as an Officer or to the Management Committee unless notice in writing signed by two members of the Society qualified to attend and vote nominating such person for election (countersigned by the candidate expressing his or her willingness to accept election) shall have been delivered to the Honorary Secretary at least twenty-eight clear days before the date appointed for the annual general meeting.
- 7.4 No person shall be appointed as a member of the Management Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- 7.5 No person shall be entitled to act as a member of the Management Committee whether on a first appointment or any subsequent entry into office until after signing in the minute book of the Management Committee a declaration of acceptance and willingness to act in the trusts of the Society.
- 7.6 The proceedings of the Management Committee shall not be invalidated by any vacancy among their number or any defect in the appointment or qualification of a member.

James Darke
J. Darke

7.7 In the event of the death or resignation from the Management Committee of the Chairman, Vice-Chairman, Honorary Secretary, Honorary Treasurer or any of the aforementioned nine members during the course of the year for which they were appointed, the said Committee may fill any vacancies so caused but only from Members of the Society.

7.8 The Chairman of the Society, failing whom the Vice-Chairman shall preside at all meetings of the Society and failing both of whom, an interim Chairman shall be appointed by the meeting.

7.9 The Management Committee may appoint one or more sub-committees consisting of three or more members of the Management Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Management Committee would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Management Committee.

7.10 The Management Committee shall have power to co-opt to the Management Committee in an advisory capacity not more than two additional persons who are not Members of the Society. Such additional persons shall not have voting rights.

7.11 A resolution in writing signed by all members of the Management Committee shall be valid and effectual as if it had been passed at a meeting of the Management Committee duly convened.

7.12 The Management Committee shall employ a Director of Services and any other staff at such salaries and on such conditions of service as it may from time to time determine. Such employees shall not be eligible for appointment as Trustees.

8. DETERMINATION OF MEMBERSHIP OF MANAGEMENT COMMITTEE.

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

8.1 is disqualified from acting by virtue of section 72 of the Charities Act 1993 (or by statutory re-enactment or modification of that provision);

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

8.3 is absent without approval of the Management Committee from all their meetings held within a period of six months and the Management Committee resolve that his or her office be vacated; or

8.4 notifies to the Management Committee a wish to resign (but only if at least three members of the Management Committee remain in office when the notice of resignation is to take effect).

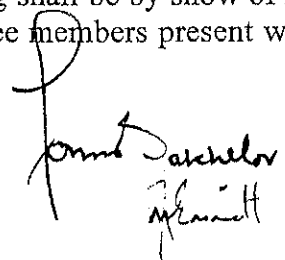
9. MEETINGS AND PROCEEDINGS OF MANAGEMENT COMMITTEE.

9.1 The Management Committee shall hold not less than four ordinary meetings in the year and such additional meetings as it may determine.

9.2 Any three members of the Management Committee may for any cause require a special meeting of the Management Committee to be convened by giving not less than seven days written notice to the Honorary Secretary specifying the business to be brought before the meeting.

9.3 Notices of all ordinary meetings of the Management Committee shall be delivered or posted to each member of the said Committee not less than fourteen days before the date on which the meeting is to be held and shall specify the date, time and place of the meeting and the business to be transacted.

9.4 At all meetings of the Management Committee seven members shall be a quorum and all questions shall be determined by a majority of those present with the Chairman having a second or casting vote in the event of there being an equality of votes. Voting shall be by show of hands unless otherwise determined by the Chairman or at the request of three members present when it shall be by ballot.


James Satchell
Secretary

9.5 A Minute Book shall be kept by the Honorary Secretary and minutes of all matters dealt with at the meetings of the Management Committee shall be entered therein.

9.6 The Management Committee shall cause to be kept a roll of Members as defined above.

10. RECEIPTS AND EXPENDITURE.

10.1 The funds of the Society, including all donations contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the Society at such bank as the Management Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Management Committee.

10.2 The funds belonging to the Society shall be applied only in furthering the Objects.

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

10.3.1 The keeping of accounting records for the Society;

10.3.2 The preparation of annual statements of account for the Society;

10.3.3 The auditing or independent examination of the statements of account of the Society; and

10.3.4 The transmission of the statements of account of the Society to the Commissioners.

11. ANNUAL REPORT

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 the preparation of an annual report and its transmission to the Commissioners.

12. ANNUAL RETURN

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 the preparation of an annual return and its transmission to the Commissioners.

13. PROPERTY.

13.1 Subject to the provisions of sub-clause 13.2 of this clause, the Management Committee shall cause the title to:-

13.1.1 All land held by or in trust for the Society which is not vested in the Official Custodian for Charities; and

13.1.2 All investments held by or on behalf of the Society;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Management Committee at their pleasure and shall act in accordance with the lawful directions of the Management Committee. Provided they act only in accordance with the lawful directions of the Management Committee, the holding trustees shall not be liable for the acts and defaults of its members.

13.2 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Society, the Management Committee may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Management Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

14. ANNUAL MEETING.

14.1 The annual general meeting of the Members shall be held not later than the thirty first day of October of each year convened by an announcement in the local talking newspaper and by letter to all Members, at not less than fourteen days notice specifying the time and place of the meeting.

14.2 The business to be dealt with at the annual general meeting and specified in the notice convening the meeting shall be:-

James Datchelor
Secretary

14.3 The adoption of the statement of accounts and balance sheet (referred to in section 10.3.2 hereof) for the year ended on the thirty-first day of March immediately preceding the date of the meeting and the report of the Management Committee for the said year.

14.4 The appointment if considered appropriate of an Honorary President in recognition of distinguished services rendered to the Society by the nominee for this office.

14.5 The election of a Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer of the Society to the Management Committee.

14.6 The election of not more than nine other Members of the Society to the Management Committee.

14.7 The election for a period of one year expiring at the next following annual general meeting of an individual or firm eligible for appointment to act as independent examiner or auditor as required by the Act.

14.8 Any other business.

14.9. At all meetings of the Society twenty Members shall be a quorum and all questions shall be determined by a majority of those present with the Chairman having a second or casting vote in the event of there being an equality of votes. Voting shall be by a show of hands unless otherwise determined by the Chairman or at the request of nine of the Members present, when it shall be by ballot.

15. SPECIAL MEETINGS.

Special meetings of Members shall be convened in like manner by order of the Management Committee at any time or on a requisition addressed to the Honorary Secretary signed and dated by not fewer than twenty Members of the Society. On receipt of the requisition the Honorary Secretary shall proceed to convene a special meeting to be held not more than twenty-eight days from the date of the requisition. At least twenty-one days notice of the special meeting must be given specifying the time and place and purpose or purposes of the meeting at which no other business shall be considered.

16. PROXIES

16.1 Proxies may be used at annual or special meetings shall be in the form set out below in Clause 16.2.

16.2 The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor in the following form (or in a form as near thereto as circumstances allow or in any other form which the Management Committee may approve):-

Harrogate & District (including Ripon) Society for the Blind
Registered Charity Number 211436

I _____, of _____,
being a Member of the above-named Society, hereby appoint the Chairman of the Meeting as my proxy to vote in my name and on my behalf at the annual/special general meeting of the Society to be held on _____ 20nn, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows;

Resolution No. 1 *for/*against

Resolution No. 2 *for/*against

*Strike out which is not required.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed _____, this _____ day of _____ 20nn.

17. NOTICES.

Any notice required to be served on any Member of the Society shall be in writing and shall be served by the Honorary Secretary or the Management Committee on any Member either personally or

Thomas Sarsfield
Secretary

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 ten days of posting.

18. ALTERATION OF CONSTITUTION.

18.1 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 or by proxy at a special meeting; the notice of the special meeting must include notice of the resolution, setting out the terms of the alteration proposed.

18.2 No amendment may be made to the name of the Society, Clause 1 (the Name clause), Clause 3 (the Objects clause), Clause 19 (the Dissolution clause) or this clause without the prior consent in writing of the Charity Commissioners.

18.3 No amendment may be made which would have the effect of making the Society cease to be a charity at law.

18.4 The Management Committee shall promptly send to the Commissioners a copy of any amendment made under this clause.

19. DISSOLUTION.

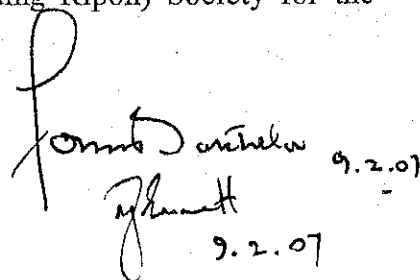
If the Management Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all Members of the Society, of which not less than twenty-one days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by two-thirds majority of those present and voting or by proxy the Management Committee shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given to such other charitable institution or institutions having objects similar to the objects of the Society as the Members of the Society may determine or failing that shall be applied for some other purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Commissioners.

20. INTERPRETATION:

If there should be any ambiguity or difference of opinion concerning the purport or interpretation of this constitution and to deal with any matter not provided for in this constitution, reference should be made in writing to the Honorary Secretary of the Society, who shall refer the matter to the Management Committee. The decision of the Management Committee shall be final and binding upon all parties.

21. This Constitution dated 19th October 2006 supersedes any other Constitution or rules, which may have been laid down for the management of the Society.

22. Historical Note. On 4th February 1921 The Harrogate & District Society for the Blind was established having as its Objects the welfare of blind persons in the Harrogate district and subsequently adopted the name "The Harrogate & District (including Ripon) Society for the Blind".

 James D. Mitchell 9.2.07
J. Mitchell 9.2.07