



Vision Support Harrogate District
Russell Sergeant House
23 East Parade
Harrogate
HG1 5LF

www.vshd.org.uk
enquiries@vshd.org.uk

CONSTITUTION

OF

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

Adopted on the 17 July 2015.

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 Trust and Finance 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 Trust and Finance Committee (T&FC) (formerly known as 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 Trust and Finance 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.

4.7 All expenditure included in the annual budget shall be delegated to the Director in consultation with the Chairman and the Hon Treasurer, virement between existing budgets shall be delegated to the Executive Committee.

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 Trust and Finance 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. TRUST AND FINANCE COMMITTEE

7.1 The Trust and Finance 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 Trust and Finance 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 Trust and Finance 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 Trust and Finance 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 Trust and Finance 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 Trust and Finance Committee shall not be invalidated by any vacancy among their number or any defect in the appointment or qualification of a member.

7.7 In the event of the death or resignation from the Trust and Finance 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 Trust and Finance Committee, having already appointed the Executive Committee or more members of the Trust and Finance Committee for the purpose of making any inquiry or supervising or performing any other function or duty which in the opinion of the Trust and Finance 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 Trust and Finance Committee.

7.10 The Trust and Finance Committee shall have power to co-opt to the Trust and Finance 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 Trust and Finance Committee shall be valid and effectual as if it had been passed at a meeting of the Trust and Finance Committee duly convened.

7.12 The Trust and Finance Committee shall employ a Director 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. TRUST AND FINANCE COMMITTEE – TERMS OF REFERENCE

The Trust and Finance Committee (T&FC), having delegated day-to-day decision making powers to the Executive Committee (EC) (see Clause 25), has reserved the following powers to itself:-

- 8.1.1 the right and power to employ staff (appointments are made by the Executive Committee under the said Clause 25)
- 8.1.2 final authority to determine the Society's annual budget and therefore requires:
 - a. The Executive Committee to set a draft budget each year
 - b. The Executive Committee to produce a budget review report no later than 6 months into each financial year which it will review within 21 days of receipt;
- 8.1.3 the right by special meeting to enquire into any proposal from the Executive Committee which might have significant financial consequences for the Society;
- 8.1.4 final approval for all proposed expenditure NOT included in the appropriate budget over £5,000 (i.e the level of approval to spend already given to the Executive

Committee) save for “emergency expenditure” where the limit shall be £10,000 (see below).

- 8.2 The Trust and Finance Committee hereby declares that “emergency expenditure” is any relevant expenditure not exceeding the said sum of £10,000 when the Director, Chairman and Hon Treasurer are in full agreement that it is urgent and unavoidable.
- 8.3 The Trust and Finance Committee may require on not more than two occasions in any year a meeting with the Society’s Brokers for an open question and answer session.

9. DETERMINATION OF MEMBERSHIP OF THE TRUST AND FINANCE COMMITTEE

A member of the Trust and Finance Committee shall cease to hold office if he or she

- 9.1 is disqualified from acting by virtue of section 72 of the Charities Act 1993 (or by statutory re-enactment or modification of that provision);
- 9.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 9.3 is absent without approval of the Trust and Finance Committee from all their meetings held within a period of six months and the Trust and Finance Committee resolve that his or her office be vacated: or
- 9.4 notifies to the Trust and Finance Committee a wish to resign (but only if at least three members of the Trust and Finance Committee remain in office when the notice of resignation is to take effect).

10. MEETINGS AND PROCEEDINGS OF THE TRUST AND FINANCE COMMITTEE

- 10.1 The Trust and Finance Committee shall hold not less than two ordinary meetings in the year and such additional meetings as it may determine.
- 10.2 Any three members of the Trust and Finance Committee may for any cause require a special meeting of the Trust and Finance 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.
- 10.3 Notices of all ordinary meetings of the Trust and Finance 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.
- 10.4 At all meetings of the Trust and Finance 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.

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

10.6 The Trust and Finance Committee shall cause to be kept a roll of Members as defined above.

11. SERVICES COMMITTEE (SC) – TERMS OF REFERENCE

The Services Committee is an advisory committee of not more than 12 persons and constituted to represent the interest of members in respect of all existing and proposed activities, events and services delivered, or to be delivered, to individual members separately or collectively and to hold the Director and Honorary Officers to account.

The Services Committee to meet at least twice a year, more frequently at the request of the chair or half of the membership.

Members will be elected at the AGM or may be co-opted if the figure falls below 10.

The Services Committee shall include any Honorary President for the time being.

The Services Committee shall elect a chairman who should not be an Honorary Officer.

In the event of a dispute the Services Committee shall have the right to request a meeting within one month of that request with either the Executive Committee or the Trust and Finance Committee as appropriate.

The Services Committee shall at its usual meeting receive a report (written or oral) from the Director on all members' activities, events and services and any proposed changes thereto and the Chairman and the Director will usually attend unless specifically not required.

The Services Committee shall require all agendas to include a question time in which to address questions to the Director and Honorary Officers as appropriate.

The Services Committee shall be entitled to suggest new activities, events and services for consideration by the Executive Committee and Trust and Finance Committee, subject only to adequate budget provision being available whether by virement or fundraising.

For the avoidance of doubt "persons" shall include at least one member of the paid staff other than the Director and at least one volunteer, but not more than two in each case, and one health professional with appropriate skills, provided there are such willing to serve,. All other members of this committee shall be ordinary members of the Society presently in receipt of its services.

12. RECEIPTS AND EXPENDITURE.

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

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

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

12.3.1 The keeping of accounting records for the Society;

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

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

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

13. ANNUAL REPORT

The Trust and Finance 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.

14. ANNUAL RETURN

The Trust and Finance 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.

15. PROPERTY

15.1 Subject to the provisions of sub-clause 15.2 of this clause, the Trust and Finance Committee shall cause the title to

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

15.1.2 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 Trust and Finance Committee at their pleasure and shall act in accordance with the lawful directions of the Trust and Finance Committee. Provided they act only in accordance with the lawful directions of the Trust and Finance Committee, the holding trustees shall not be liable for the acts and defaults of its members.

15.2 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Society, the Trust and Finance 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 Trust and Finance Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

16. ANNUAL MEETING

- 16.1 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.
- 16.2 The business to be dealt with at the annual general meeting and specified in the notice convening the meeting shall be:
- 16.3 The adoption of the statement of accounts (referred to in section 12.3.2 hereof) for the year ended on the thirty first day of March immediately preceding the date of the meeting and the report of the Trust and Finance Committee for the said year.
- 16.4 The appointment, if considered appropriate, of an Honorary President in recognition of distinguished services rendered to the Society by the nominee for this office.
- 16.5 The election of a Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer of the Society to the Trust and Finance Committee of the Society.
- 16.6 The election of not more than nine other Members of the Society to the Trust and Finance Committee.
- 16.7 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.
- 16.8 Any other business.
- 16.9 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.

17. SPECIAL MEETINGS

Special meetings of Members shall be convened in like manner by order of the Trust and Finance 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.

18. PROXIES

18.1 Proxies may be used at annual or special meetings shall be in the form set out below in Clause 18.2.

18.2 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 Trust and Finance 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.

19. 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 Trust and Finance Committee on any Member either personally or 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.

20. ALTERATION OF CONSTITUTION

20.1 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.

20.2 No amendment may be made to the name of the Society, Clause 1 (the Name clause), Clause 4 (the Objects clause), Clause 21 (the Dissolution clause) or this clause without the prior consent in writing of the Charity Commissioners.

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

20.4 The Trust and Finance Committee shall promptly send to the Commissioners a copy of any amendment made under this clause.

21. DISSOLUTION

If the Trust and Finance 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 Trust and Finance 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.

22. 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 Trust and Finance Committee. The decision of the Trust and Finance Committee shall be final and binding upon all parties.

23. This Constitution dated 17 July 2015 supersedes any other Constitution or rules, which may have been laid down for the management of the Society.

24. ADOPTION OF NAME

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".

25. EXECUTIVE COMMITTEE - DELEGATED POWERS

Pursuant to Clause 7.9 hereof the Trust and Finance Committee (as formerly constituted as the Management Committee) had delegated and subsequently reaffirmed that delegation (Minute 6.8 of the 20th January 2010) all day-to-day decisions to the Executive Committee which previously and specifically included the power to review salaries (Minute 4.5 of the 21st March 2007) and for the avoidance of doubt hereby confirms that the Executive Committee shall have the power to appoint staff and approve non-budgeted expenditure up to £5,000 (see Clause 8.1.4).