

CONSTITUTION

OF THE

**CHESTER AND DISTRICT
FEDERATION OF THE BLIND**

Document history

Version	Description	Author	Date
1.0	First draft	Mike Fair	18/08/2009
1.1	Amendments to first draft to further reduce size and complexity and to tailor more specifically to the new organisation's needs	Phil Rigby	04/09/2009
2.0	Further amendments following comments received. This version to be put to inaugural meeting for approval on 20/10/2009	Phil Rigby	10/10/2009

2.1	Amended in accordance with advice received from Charity Commission. This version to be put to meeting for approval on 17/11/2009.	Phil Rigby		13/11/2009		
3.0	Amended to add in life membership. This version to be put to meeting for approval on 15/02/2011.	<table><tr><td>Phil Rigby</td></tr><tr><td></td></tr></table>		Phil Rigby		11/02/2011
Phil Rigby						
4.0	Amended to remove annual membership, leaving only life membership. This version to be put to	Phil Rigby		16/03/2012		

	meeting for approval on 20/03/2012.		
	15 April 2014 6.1 to allow a non trustee to become an officer of the organisation.		

1 NAME AND REGISTRATION

The organisation shall be known as "The Chester and District Federation of the Blind", hereinafter referred to as the organisation.

The address of the organisation to be used for general communications and administration is:

Plot 37 Rosscliffe Road
Ellesmere Port
CH65 3AS

2 *DESCRIPTION OF TERMS*

Throughout this Constitution document a “Charitable Purpose” is a purpose that is regarded as charitable both in the law of England and Wales and in the law of Scotland. The term “Charitable” is to be interpreted in accordance both with the law of England and Wales and the law of Scotland.

The term “In writing” shall be interpreted as meaning Written, printed or lithographed, or partly one and partly another, and any other modes of representing or reproducing words in a **visible form** including standard English Braille, or in digital or electronic format or by audio cassette.

Words importing the singular number only shall be deemed to include the plural number, and vice versa.

Words importing the masculine gender only **shall be deemed to include** the feminine gender, and vice versa.

3 *OBJECTS*

The organisation exists to promote social inclusion amongst blind and partially sighted people who are socially excluded from society, or parts of society, as a result of being blind or partially sighted by:

- (a) raising public awareness of the issues affecting blind and partially sighted people, both generally and in relation to their social exclusion;
- (b) providing advocacy and support to blind and partially sighted people;
- (c) Enabling and encouraging blind and partially sighted people to seek to influence local bodies, such as councils, health and education authorities, to take into account the requirements of blind and partially sighted people;
- (d) providing recreational facilities and other opportunities for blind and partially sighted people through service provision and other mechanisms;
- (e) providing education and information to support and enable blind and partially sighted people to maximise their educational opportunities.

4 *Powers*

In furtherance of the general objects set out in clause 3 above, the organisation shall have power:-

- (a) To protect the individual and collective interests of blind and partially sighted people and to this end to co-operate with any other societies, institutions, agencies or with any local or public authority or other body concerned to achieve the objects of the organisation;

- (b) To take cognisance of all legislation, prospective legislation or statutory instruments affecting blind and partially sighted people, and to use every legitimate means to urge the government and local authorities to utilise constructively all powers conferred on them by Parliament for the benefit of blind and partially sighted people;
- (c) To encourage and enable blind and partially sighted people to participate more fully in the social and cultural life of the community;
- (d) To seek direct representation on all relevant bodies that have been or may be set up to deal with questions affecting the interests of blind and partially sighted people;
- (e) To receive testamentary bequests and other gifts of whatsoever kind, and with the approval of the organisation to utilise such funds for any of the purposes specified in this constitution or for carrying on the administration of the organisation, provided always that the organisation shall have power to levy an agreed contribution on all its members;
- (f) To publish or cause to be published literature of interest to blind and partially sighted people in all formats;
- (g) to purchase equipment and to replace and renew existing equipment and to pay for the maintenance and running costs of such equipment which is required by the organisation to enable it to function efficiently;
- (h) To purchase or otherwise acquire any heritable or moveable property including, without prejudice to the foregoing generality, property for the occupation and use of the organisation;
- (i) to provide, endow, furnish and fit out with all necessary furniture and other equipment and maintain and manage such buildings and other **premises as may be** acquired for any of the purposes of the organisation;
- (j) to take such steps by personal or written appeals, public meetings, publications or otherwise as may be considered expedient for the purpose of procuring contributions to the funds of **the organisation or funds** applicable for any particular charitable purpose by means of donations, covenants, subscriptions or otherwise;

- (k) To raise money by borrowing in such manner and on such terms as to security and otherwise as the organisation thinks fit;
- (l) To invest any monies of the organisation not **immediately** required for its purposes in or upon such investments, securities or property as the organisation thinks fit;
- (m) To employ and pay all such officers and **servants as may** be required for the purposes of the organisation and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows or other dependents;
- (n) To provide services to blind and partially sighted people which have been identified as required by the organisation's membership. Services, which form part of the statutory provision to blind and partially sighted people, will not be provided by the organisation.
- (o) To receive donations of goods and to sell on any goods so acquired in order to raise funds to be used to further the purposes of the organisation.
- (p) to carry out primary purpose trading as defined by the Charity Commission in order to raise funds to be used to further the purposes of the organisation.
- (q) To do any such lawful things as will further the objects above specified.

5 MEMBERSHIP

5.1 Categories.

5.1.1 Ordinary Membership.

Subject to the qualifications implied in 5.3 and 5.4 below, ordinary membership shall be open to any person normally resident, or resident for the time being, in the United Kingdom, the Channel Islands or the Isle of Man, who has attained the age of sixteen years and who is registered with their Local Authority or eligible to be so registered on account of blindness or partial sight, provided that restoration of sight shall not debar a member from continued membership of the organisation.

5.1.2 Associate Membership.

Subject to the qualifications implied in 5.3 and 5.4 below, associate membership shall be open to any person (including any person resident overseas, whether blind or partially sighted or fully sighted) who is not eligible for ordinary membership and who has attained the age of sixteen years.

5.2 Application for Membership.

Application for membership shall be made in writing and passed to the Secretary together with the life membership subscription payment pertaining at the time of application.

5.3 Rejection of Application for Membership

An application for membership may only be rejected on the following grounds:

that the applicant does not fall into the category appropriate to the kind of membership being sought, as defined in 5.1 above.

5.4 Decision to Reject.

A decision to reject an application shall require a two thirds majority of trustees present and voting at a properly constituted trustee meeting.

If a two thirds majority for rejection at such a meeting is not forthcoming, it shall be understood that the application is accepted.

5.5 Members' Rights.

Each new Member of the organisation shall on payment of the appropriate subscription be entitled, without additional charge, to a copy of the constitution of the organisation and to a proof of Membership in their chosen format.

An ordinary member shall have the right to vote on every matter put to the vote at the annual general meeting or at general meetings of the organisation at which the member is present.

An ordinary member may serve in any office of the organisation.

An associate member shall have no voting rights at the annual general meeting or at general meetings of the organisation.

An associate member may, however, serve in any office in the organisation if elected to do so by ordinary members at an annual general meeting.

5.6 Change of Address.

In the event of a change of private address members shall notify the Secretary.

6 OFFICE BEARERS OF THE ORGANISATION

The trustees can at any time appoint a non-trustee to serve as an officer of the organisation reporting to the board, they must be members of the organisation for the duration of their appointment

6.1.1 Holding and Managing Assets.

The Board shall be responsible for holding and managing the assets of the organisation and for the recruitment and management of staff. It must ensure that the objects of the organisation are effectively pursued.

6.1.2 Democratic Decision Making.

The Board must ensure that, whenever appropriate, all major decisions which affect the structure and/or function of the organisation are made in a fully democratic way in consultation with the membership.

6.1.3 Board Membership.

The Board shall consist of a minimum of six and a maximum of twelve members.

More than fifty percent of those acting as trustees at any given time must be ordinary members of the organisation.

6.1.4 Elections.

Trustees shall be elected by the ordinary members of the organisation.

The Election of all trustees shall take place at each annual general meeting.

All elected Trustees shall serve from the time of the closure of the annual general meeting at which they were elected until the start of the following annual general meeting.

Elections for trustee appointments will only be necessary where the number of candidates exceeds the maximum number of trustees as defined in 6.1.3 and/or where the number of associate members that would otherwise be appointed is greater than permitted in 6.1.3. If the latter is true, an election must be conducted involving only those candidates who are associate members of the organisation in order to ensure compliance with 6.1.3.

6.1.5 Vacation of Office.

A Trustee shall automatically vacate office on the occurrence of any of the following circumstances:

- (a) He becomes unable, under any statutory provision, to be involved in the administration or management of a Charity.
- (b) He becomes incapable of fulfilling the duties of his office due to medical reasons and such incapacity that is expected to continue for longer than six months.
- (c) He ceases to be a member of the organisation.
- (d) He becomes an employee of the organisation.
- (e) He resigns office by informing the secretary in writing.
- (f) He is absent without good reason for more than two consecutive meetings of the Board and the Board resolves to remove him from office for this reason.

6.1.6 Co-option of trustees.

The Board may co-opt additional members of the organisation to serve as trustees provided that any such co-option does not contravene 6.1.3 concerning the makeup of the Board. Any co-opted member will serve until the start of the next annual general meeting.

6.1.7 Trustee meetings.

The board of trustees shall meet on a minimum of four occasions between consecutive annual general meetings of the organisation.

At their first meeting after being elected as a board the Trustees should appoint from amongst their number a Chair, a Vice-Chair, a Treasurer and a Secretary.

Board meetings shall be presided over by the Chair, or in his absence by the Vice-Chair. If neither is available, those trustees present shall elect one of their number to Chair the meeting.

In the event of any vote being equally divided at a trustee meeting, the Chair of the meeting shall have a casting vote.

A meeting will be deemed as quorate if the following conditions apply:

At least half those appointed as trustees of the organisation at the time the meeting is held are present at the meeting.

If an odd number of trustees is present, a majority of trustees present are ordinary members of the organisation.

If an even number of trustees is present, the Chair of the meeting is an ordinary member of the organisation.

7 DUTIES OF BOARD OFFICE HOLDERS

In this section an outline of duties is given for certain trustee roles. This is not a comprehensive list of duties and, wherever necessary, it is expected that duties may be delegated to others.

7.1 Chair

The Chair shall normally preside over Board meetings, and, subject to the will of the Board, maintain overall control of Board business.

7.2 Secretary

The Secretary shall be responsible for convening Board meetings and general meetings of the organisation. The secretary will produce a record of the proceedings of all such meetings. The secretary will maintain contact with the membership by means of circulars and other correspondence. The secretary will present at Board and general meetings all relevant correspondence and circulars received.

7.3 Treasurer

The Treasurer shall be responsible for:

Opening and maintaining bank accounts in the name of the organisation. Any cheques drawn on these accounts shall be signed by the Treasurer and countersigned by at least one other Trustee designated by the Board.

Presenting at Board meetings an up to date statement of accounts.

Wherever possible, obtaining from members receipts for payments made to them in respect of expenses incurred on behalf of the organisation.

8 FINANCE

8.1 Investments

Any balance to the credit of the organisation in excess of current needs may be invested in investments for the time being authorised by law for the investment of trust funds.

8.2 Financial year

The organisation's financial year shall run from 1 January to 31 December. The accounts for the year shall be sent to the Auditor or independent examiner, appointed for that purpose at the Annual General Meeting of the organisation held in the year under review, before the end of the first quarter of the following year.

8.3 Subscriptions

All membership subscriptions shall be at the rate determined from time to time at annual general Meetings.

There will be no annual membership available to people wishing to join the organisation as members. The only form of membership available will be life membership.

life membership subscriptions shall be payable only once by each person wishing to become a life member. Any person who pays a life membership subscription will remain a member of the organisation for as long as the organisation exists or until the member dies. If, however, a member wishes to terminate their life membership of the organisation at any time, they may do so by writing to the secretary requesting this. On receipt of such a request by the secretary, or a person delegating for the secretary, the member will be removed from the organisation's membership records and will thus no longer be a member of the organisation.

If a life associate member becomes eligible for full membership, they may become a life full member on payment to the organisation of the difference between their original life associate membership subscription and the life full membership subscription pertaining at the time they apply to become a life full member.

The life subscription rate for associate members shall be exactly half the life subscription rate for ordinary members.

8.4 Affiliation

Local Groups and/or clubs may affiliate to the organisation with the agreement of the Board.

Such affiliated organisations shall have the right to send not more than two representatives to participate in all the activities of the organisation, including voting at general meetings.

Each affiliated organisation shall pay a single subscription equivalent to double the life subscription of an ordinary member. This subscription entitles the organisation to permanent affiliation. If the organisation wishes to end its affiliation, it may do so by writing to the secretary requesting this.

8.5 Expenses

All members of the organisation shall be entitled to claim reimbursement of expenses reasonably incurred as a result of carrying out the business of the organisation.

All claims for expenses shall, where possible, be supported by relevant receipts.

The organisation reserves the right not to pay amounts of expenses where receipts which could have been obtained for the amounts are not supplied or where the trustees view the amounts expended as disproportionate or unreasonable.

9 **GENERAL MEETINGS**

9.1 Annual general meetings

9.1.1 Timing

An Annual General Meeting shall be held as soon as is practicably possible after the end of the organisation's financial year but no later than ten months after the end of the organisation's financial year.

9.1.2 Business

The Annual General Meeting shall include the following items of business:

receive an annual report and a statement of accounts from the Board.

Appoint auditors or independent examiners for subsequent financial years.

Receive nominations for and, if necessary, conduct elections for all trustee positions.

9.1.3 Quorum

An annual general meeting will be deemed to be quorate if at least fifteen ordinary members are present or a number equivalent to at least one quarter of the total number of ordinary members is present if this is less than fifteen.

9.2 General meetings

9.2.1 Timing

General meetings of the organisation, which all members may attend, will be organised by the secretary. These will be held on a regular basis and the dates, times and locations will be communicated to members.

9.2.2 Business

Any business not listed as being the business included in an annual general meeting in 9.1.2 above may be conducted at general meetings of the organisation.

9.2.3 Quorum

A general meeting will be deemed to be quorate if at least six ordinary members are present or a number equivalent to at least one tenth of the total number of ordinary members is present if this is less than six.

10 DISSOLUTION

10.1 Procedure

The organisation may be dissolved by a resolution put to an annual general meeting and which is supported by two thirds of the ordinary members present at the meeting.

If the members resolve to dissolve the organisation, the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the organisation in accordance with this clause.

The trustees must notify the Charity Commission promptly that the Charity has been dissolved. If the trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity's final accounts.

10.2 Disposal of assets.

The trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.

The trustees must apply any remaining property or money:

- (a) directly for the Objects;
- (b) by transfer to any Charity or charities for purposes the same as or similar to those of the organisation;
- (c) in such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.

The members may pass a resolution before or at the same time as the resolution to dissolve the organisation specifying the manner in which the trustees are to apply the remaining property or assets of the organisation and the trustees must comply with the resolution if it is consistent with paragraphs (a) to (c) inclusive in this sub-clause 10.2.

In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).

11 *INTERPRETATION AND ALTERATION OF THIS CONSTITUTION*

11.1 Interpretation.

Any dispute concerning the Chair's interpretation of the constitution of the organisation, or of the policies of the organisation, shall be referred to the Board, and, failing satisfactory settlement of the dispute by the Board, such dispute shall be referred to the next Annual general meeting or general meeting, whose decision shall be final. If such a dispute occurs at an annual general meeting or general meeting, it shall be settled directly at that meeting.

11.2 Notice of Amendment

Notice of any proposed addition to, or alteration of the constitution must be given to the Secretary 1 week before the date of the meeting at which the proposal is to be considered.

11.3 Required Approval

The constitution of the organisation shall be altered only with the express approval of a majority consisting of two thirds of the ordinary members present and voting at the meeting at which the change is proposed.

If a change is approved which, it is subsequently discovered, requires further approval by the Charity Commission, the board will take the matter forward with the Charity Commission and if the Charity Commission does not approve the change, the change will not be made.