

BORDERS VOLUNTARY COMMUNITY CARE FORUM

CONSTITUTION

1. NAME

The name of the Organisation shall be "The Borders Voluntary Community Care Forum" (hereinafter referred to as "the Forum")

2. PURPOSE and OBJECTS

The purpose of the Forum is to relieve poverty, sickness and distress, and to advance education among the residents of the area currently forming Borders Regional Council, through:

- (1) The provision of advice and assistance with regard to the establishment and operation of organisations which are established for the care, good health and benefit of the said residents;
- (2) Preparation, provision and dissemination of information about such organisations;
- (3) The promotion of co-operation and co-ordination among representatives of such organisations and any other association or body unincorporated or incorporated having objects altogether in part or similar to those of the Forum;
- (4) The promotion and/or provision of training in the skills of all kinds, particularly such skills as are to be applied for the preservation and protection of the physical and mental health of the such residents and;
- (5) The promotion, establishment and operation of other schemes of a charitable nature for the benefit of the said residents.

3. POWERS

In furtherance of the objects, the Forum may do all such things as may seem incidental or conducive to the achievement of all or any of the objects. In particular, and without prejudice to the foregoing generality, the Forum may -

- (1) employ and pay any person or persons to supervise, organise and carry on the work of the Forum;
- (2) make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their dependants;

- (3) engage and pay fees to professional and technical advisers/consultants to assist in the work of the Forum;
- (4) bring together in conference and work in liaison with representatives of voluntary organisations, government departments, local and other statutory authorities and individuals;
- (5) take out membership of, assist financially, and/or assist otherwise such charitable organisations as are engaged in the furtherance of all or any of the objects of the Forum;
- (6) promote and carry out or assist in promoting and carrying out research, experimental work, surveys and investigations and where considered appropriate publish the results;
- (7) arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- (8) collect and disseminate information on all matters affecting the objects and exchange such information with other bodies having similar objects whether in this country or overseas;
- (9) cause to be written and printed or otherwise reproduced and circulated, free of charge or for payment, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or video or both) as shall further the objects;
- (10) apply the funds of the Forum in the acquisition or taking on lease of heritable property or in carrying out alterations to such property, and to sell, feu, excamb or otherwise alienate such property or to grant leases thereof; and may assign, discharge or postpone heritable or other securities and obligations held by the Forum;
- (11) make regulations for the management of any property which may be so acquired;
- (12) subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Forum;
- (13) subject to such consents as may be required by law, borrow or raise money for the objects and accept gifts on such terms and on such security as shall be deemed to be necessary;
- (14) raise funds and invite and receive contributions from any person or persons whomsoever by way of subscription and otherwise;

- (15) invest and re-invest the moneys of the Forum not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, and perform all necessary acts of administration relating to the funds and assets of the Forum, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law relating to investment by trustees;
- (16) enter into contracts on behalf of the Forum;
- (17) authorise the execution of all Deeds and Instruments necessary or expedient for any of the foregoing purposes or for more effectually vesting in the Forum any property and funds belonging to the Forum or under its administration;
- (18) do all such other lawful things as are necessary for or incidental or conducive to the attainment of the objects; and
- (19) delegate powers to carry out such of the foregoing activities as they deem appropriate or expedient to the Executive Committee aftermentioned.

4. MEMBERSHIP

- (1) Full membership of the Forum shall be open to:-
 - (i) voluntary organisations with a base in the area currently forming Borders Region;
 - (ii) other non-profit distributing organisations, whether corporate or unincorporated, including Community Councils and Health Councils, whose co-operation will, in the opinion of the aftermentioned Executive Committee, further the objects of the Forum, but excluding government departments and local and other statutory authorities, representatives of which excluded categories may be appointed as Assessors or Advisers with no voting powers;
 - (iii) individuals over 18 years of age whose special knowledge, interest, or experience of Community Care services by way of being, or having been, a user of these services or a carer of such a person, providing that the number of individual members shall at no time exceed one quarter of the total membership of the Forum who have paid the annual subscription as determined by the aftermentioned Executive Committee.
- (2) Each member organisation shall appoint from time to time one individual person to represent it and vote on its behalf at general meetings of the Forum. In the event of such individual person resigning or otherwise leaving an organisation, that person shall forthwith cease to be a representative thereof.

- (3) Each member organisation may appoint:-
 - (i) a deputy to replace its appointed representative if the latter is unable to attend any particular meeting of the Forum; and
 - (ii) observers (who shall not be entitled to vote) to attend any such meeting.
- (4) The Executive Committee shall have the right for good and sufficient reason to terminate the membership of any individual or organisation provided that the individual member concerned or the individual representing such organisation (as the case may be) shall have the right to be heard by the aftermentioned Executive Committee before a final decision is made.

5. EXECUTIVE COMMITTEE

- (1) There shall be an Executive Committee with responsibility for carrying out the policy of the Forum and, subject to any conditions imposed from time to time by the Forum, for the administration, management and control of the affairs and property of the Forum.
- (2) The Executive Committee shall meet not less than five times a year and shall consist of -
 - (a) 15 full members elected at the Annual General Meeting in accordance with the provisions of Clause 8 hereof;
 - (b) the Organisers of any Council of Voluntary Service within the said area ex-officio;
 - (c) the Convenor of any Special or Standing Committee(s) ex officio.
- (3) Election to the Executive Committee shall be for three years. One third of the membership (with the exception of ex officio members) shall retire annually, the members so to retire being those who have been longest in office since the last election, but those retiring shall be eligible for re-election.
- (4) The Executive Committee at its first meeting after each Annual General Meeting shall elect from its members a Convenor, Vice Convenor and Treasurer.
- (5) Neither the Convenor nor the Vice Convenor shall hold the same office for more than three consecutive years, but shall be eligible for re-election after a lapse of one year.

- (6) Any casual vacancy on the Executive Committee may be filled by the Executive Committee and any person so co-opted to fill such a casual vacancy shall serve the unexpired term of the member he or she replaces.
- (7) The proceedings of the Executive Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- (8) The Executive Committee shall appoint and fix the remuneration of all such staff as may in their opinion be necessary. Paid staff shall not be members of the Executive Committee.
- (9) The Executive Committee may appoint such special or standing committees or sub-committees as may be considered necessary and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees or sub committees shall be reported back to the Executive Committee as soon as possible.
- (10) In addition to the members so elected and to those serving by virtue of clause 5(2) and 5(6) hereof of the Executive Committee, other committees and subcommittees may co-opt further members whose expertise, in the opinion of the co-opting committee, would be of benefit in connection with any particular project or purpose. The number of co-opted members shall not exceed one third of the total membership of the co-opting committee at the time of co-option. Such co-opted members shall serve until the conclusion of the project or until the conclusion of the next annual general meeting, whichever is the earlier. Co-opted members shall be entitled to vote.

6. MEETINGS OF THE FORUM

Following the adoption of this amended Constitution

- (1) The Annual General Meeting of the Forum shall be convened each year by the coordinator on the instructions of the Executive Committee, to be held not more than two months after the accounts have been received from the independent examiner, duly scrutinised, and not more than fifteen months after the holding of the previous Annual General Meeting.
- (2) At each Annual General Meeting of the Forum, the following items of business shall be transacted:-
 - (a) the election of an Executive Committee;
 - (b) the consideration of an annual report on the work of the Forum;

- (c) the consideration of the approved accounts and of the Treasurer's report thereon;
- (d) the appointment of one or more qualified independent examiners;
- (e) motions submitted by the Executive Committee or by members and;
- (f) the transaction of such other business as may from time to time be necessary.

At least 28 clear days' notice of such an Annual General Meeting shall be given in writing by the Co-ordinator to each member of the Forum.

- (3) The Convenor of the Forum may at any time at his/her discretion call a special general meeting of the Forum. The Co-ordinator shall call an Extra-ordinary General Meeting of the Forum to be held within 28 days of receiving a written request so to do signed by not less than 10 full members whether individuals or representative and giving reasons for the request.
- (4) The proceedings of the Forum shall not be invalidated by any failure to appoint or any defect in the appointment, election or qualification of a member or the accidental omission to give notice of a meeting to any person or Organisation entitled to receive notice.

7. NOMINATIONS OF EXECUTIVE COMMITTEE MEMBERS

Only full members of the Forum whether individual or representative shall be eligible to serve as members of the Executive Committee. Nominations for members of the Executive Committee must be proposed and seconded by full members of the Forum on a nomination paper available from the Co-ordinator to be returned to the Co-ordinator at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot at the Annual General Meeting by members present and entitled to vote.

8. RULES OF PROCEDURE AT ALL MEETINGS

- (1) Quorum - One quarter of the members of the Forum shall form a quorum at a general meeting of the Forum and 8 members of the Executive Committee shall constitute a quorum at a meeting of that Committee. The quorum of any committee appointed under paragraph 5(9) hereof shall be one quarter of the total actual membership of that Committee for the time being, or such other number as the Executive Committee from time to time determine.

- (2) Voting - Subject to the provisions of Clauses 12 and 13, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. In the case of an equality of votes the person taking the chair at the meeting shall have a second or casting vote.
- (3) Minutes - The minutes of meetings of the Forum, the Executive Committee, and committees and sub committees referred to in clause 5(9) shall contain a record of all proceedings, resolutions and decisions.
- (4) Standing Orders - The Executive Committee shall have power to adopt standing orders for the Forum and its committees. Such standing orders which will be consistent with and complementary to the terms of this constitution, shall come into operation immediately but, if considered necessary, shall be subject to review by the Forum in general meeting.

9. FINANCE

- (1) All moneys raised by or on behalf of the Forum shall be applied to further the objects of the Forum and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Forum and fees to professional and technical advisers or the payment of such honorarium to any member as the Executive Committee deem appropriate. No members of the Executive Committee shall be appointed to any salaried office of the Forum or to any office of the Forum paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Forum to any member of the Executive Committee or of any committee or sub-committee appointed under clause 5 (9) hereof except reimbursement of out of pocket expenses or an honorarium as aforesaid.
- (2) The Treasurer shall keep proper records and prepare accounts of the finances of the Forum in order to comply with the law relating to charities.
- (3) The accounts shall be scrutinised at least once a year by the Independent Examiner or Examiners appointed at the Annual General Meeting.
- (4) A statement of the accounts for the preceding financial year duly scrutinised by the Independent Examiner or Examiners, and showing the income and expenditure to 31 March and assets and liabilities at that date, including any funds under the administration of the Forum, shall be submitted by the Treasurer to the Executive Committee for approval, prior to their submission to the Annual General Meeting.
- (5) Account(s) shall be opened in the name of the Forum with such bank(s) or building society(ies) as the Executive Committee shall from time to time decide. The Treasurer and any two other signatories nominated by the Executive Committee

shall operate on and confirm the Forum's account(s) with any two of the nominated signatures required.

10. PROPERTY

- (1) The title to heritable property, heritable bonds and moveable securities and investments at present belonging to or under the administration of, or which may hereafter be acquired by or placed under the administration of the Forum shall be taken in names of the Convenor of the Forum, the Vice-Convenor and the Treasurer and their successors in office as Trustees, all for the time being ex officio as Trustees in trust for the Forum. When circumstances require the title to be taken in the individual names of the holders of these offices, the title shall be taken expressly as Trustees in trust for the Forum or in the case of moveable securities and investments, may be held in the name of any nominee company approved by the Executive Committee, to be held to the order of the said Trustees.
- (2) A majority of Trustees shall be a quorum. They shall at all times act in accordance with the instructions of the Executive Committee and subject thereto.

11. ALTERATIONS TO THE CONSTITUTION

Alterations to the Constitution shall receive the assent of not less than two thirds of the members present and voting at a General Meeting at which no less than one half of the members of the Forum are present. A resolution for the alteration of the Constitution must be lodged in writing with the Co-ordinator of the Forum who shall within 10 days of the receipt thereof call a special meeting, at which the resolution is to be considered giving at least twenty-eight clear days' notice in writing to the members and including notice of the alterations proposed. No alteration shall be made which would have the effect of causing the Forum to cease to be recognised by the Inland Revenue as having charitable status.

12. DISSOLUTION

The Forum may at any time be dissolved by a resolution passed by a two thirds majority of those present and voting at a General Meeting of the Forum at which not less than two thirds of the members of the Forum are present, of which meeting at least twenty-eight days' notice, stating the purpose of the meeting, shall have been sent to all members of the Forum. Such resolutions may give instructions for the disposal of any assets held by or in the name of the Forum, provided that, if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid or distributed among the private individual members of the Forum but shall be given or transferred to such charitable institution or institutions, having objects similar to some or all of the objects of the Forum as the Forum may (if necessary in consultation with the Scottish Council of Voluntary Organisations) determine.

Certified as a true copy of the Constitution of Borders Voluntary Community Care Forum approved at a General Meeting on

.....*Maia Palmer*..... Signature Office held

Chairman .

.....*C. Moore*..... Signature Office held

Vice-Chairman .