

Oxfordshire Deaf Children's Society

Constitution

1 The name of the Society is: The Oxfordshire Deaf Children's Society

Deafness is defined for the purposes of this constitution as: a degree of hearing loss that requires some form of apparatus or special means to augment the hearing. The Society needs to be responsible for setting long term goals and be mindful of the challenges the group will face in the future.

2. Objectives

To further in every way allowed by law, the support of deaf children and deaf young people, up to the age of 25 years.

3. Powers

The Society has the power in pursuing the objectives to:

3.1) Provide and promote any activities, services, information, guidance and resources for the benefit of deaf children and deaf young people.

3.2) Co-operate with other organisations concerned with promoting the welfare of deaf children and young people and if requested participate in research or surveys for the benefit of deaf children.

3.3) Acquire and hire property to further the objectives of the Society.

3.4) Raise funds and receive contributions (including membership subscriptions), except by taxable trading, to further the objectives of the Society without prejudice to the power of the Society.

3.5) Make grants to deaf children and young people or to the family of a deaf child, in accordance with the guidelines of the Grants Committee.

3.6) Set aside funds for special purposes or reserves. To invest the moneys not immediately required for the furtherance of its objects, in such investments as may be thought fit. The Society has the powers to seek expert financial advice.

3.7) Operate bank accounts and use financial instruments.

3.8) Insure and protect the Charity and its property.

3.9) Engage and pay any professional person necessary to promote the safe management of the Society.

3.10) Arrange public meetings to consider and discuss problems relating to childhood deafness.

3.11) Do anything else conducive and legal, to the promotion of the Objectives.

4. Membership

4.1) The ODCS is a registered Charity No: 297689, affiliated to The National Deaf Children's Society (Charity No: 1016532; Company No: 2752456 – in England and Wales).

4.2) Any person interested in the objectives may be admitted as a member, particularly parents and carers.

4.3) The Committee shall keep a members list and set reasonable subscription rates.

4.4) The Committee may, by resolution, remove a member because his or her continued membership is considered contrary to the ODCS interests, provided the member has the opportunity to present their views.

5. Members' Meetings

5.1) The ODCS shall hold an Annual General Meeting (AGM) once a year in May, with at least 14 days written notice. The business should include, accounts, Committee's report, election of committee members, fixing of subscription rates, appointment of auditors, and any other business of which proper notice shall have been given.

5.2) The quorum for the AGM is one tenth of the total membership at that time. Members' decisions shall be by majority.

5.3) The Chair, or another Trustee, shall chair the meeting and shall have a casting vote.

5.4) The annual accounts should be made available to members.

5.5) A written resolution signed by the requisite majority of members is as valid as a meeting resolution.

6. Committee

6.1) The affairs of the ODCS are managed by the Committee and the Trustees. Committee members may be invited to become Trustees but are not obliged to accept (see below for responsibility of Trustees 7.1).

6.2) The Committee consists of a Chair, Secretary and Treasurer, who are usually Trustees, and between four and nine other members of ODCS. They are eligible for re-election at the next AGM subject to correct procedures of election.

6.3) The Committee may co-opt between three and five more Committee members who are not able to vote at Committee meetings or Sub-Committee meetings. Any person attending a meeting, who is not an elected member of the ODCS Committee, may not vote.

6.4) The Committee shall decide on the frequency of the meetings, but this shall be no less than four times per year between the AGMs. The quorum is four voting members.

6.5) The Chair shall preside over the meeting but, if absent, another Trustee or Committee member may preside.

6.6) Any Committee member who fails to attend three consecutive meetings, will be asked to resign unless a reason satisfactory to the Trustees is given.

6.7) The Chair and/or the Committee will determine the business of the meeting subject to the constitution.

7. Trustees

7.1) The Trustees have responsibility for the management of the Charity. There shall be at least three, one nominated as Chair. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or for calling a General Meeting.

7.2) A Treasurer and a Secretary may be appointed and need not be Trustees.

7.3) A Trustee ceases to be a Trustee if he or she:

- is absent, without reasonable explanation, from consecutive Trustees' meetings over a six month period and a Trustees' resolution is passed removing him or her as a Trustee for that reason
- resigns in writing to the Trustees
- is removed by Members' resolution, after the Trustee has been given an opportunity to present his or her views
- is disqualified from acting as a charity Trustee.

7.4) A defect in procedure, or any appointment, of which the Trustees were unaware at the time, does not invalidate Trustees' decisions.

8. The Appointment of Trustees

(8.1) The Charity members, at the AGM, shall elect the Committee and the other Trustees.

(8.2) The Trustees may appoint any person who is willing to act as a Trustee. Subject to sub-clause (8.5) of this clause, they may also appoint Trustees to act as officers.

(8.3) Each of the Trustees shall retire with effect from the conclusion of the AGM next after his or her appointment but shall be eligible for re-election at that AGM, up to a period of five years, or at the discretion of the Committee. They may be elected as an ordinary Committee member, subject to correct procedures of election, see (8.4).

(8.4) No-one may be elected a Trustee or a Committee member at any AGM unless prior to the meeting the Charity is given a notice that:

- (a) is signed by a member entitled to vote at the meeting
- (b) states the member's intention to propose the appointment of a person as a Trustee or as an officer
- (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

(8.5) The Trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

9. Trustees' Proceedings

(9.1) Trustees will normally be present at regular Committee meetings but if necessary separate Trustee-only meetings may be held. The quorum for Trustees' meetings is two, or any higher number they agree.

(9.2) Trustees' meetings may be in person, or through other means by which participants may communicate.

(9.3) Trustees' decisions are by a majority resolution (without any casting vote).

(9.4) A written resolution signed by a majority of all Trustees is as valid as a resolution passed at a meeting. It may be comprised of several copies and is passed on the date of the last required signature.

10. Benefit to Trustees and Members

(10.1) The income and property of the Charity shall be applied solely towards the promotion of the Objectives.

(10.2) A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

(10.3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent:

(a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity

(b) a Trustee from:

- buying goods or services from the Charity upon the same terms as other members or members of the public
- receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of sub clause (10.5) of this clause, or as a member of the Charity and upon the same terms as other members

(c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:

- fines
- costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer
- liabilities to the Charity that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.

(10.4) No Trustee may be paid or receive any other benefit for being a Trustee.

(10.5) (a) If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub-clause (10.3) of this clause, he or she must:

- declare his or her interest in the proposal
- be absent from that part of any meeting at which the proposal is discussed and
- take no part in any discussion of it
- not be counted in determining whether the meeting is quorate
- not vote on the proposal.

11. Charity Assets

(11.1) Legal title to land, investments (and as appropriate other assets) owned by the Charity should be held, on behalf of the Charity, by a company controlled by the Trustees, or by three of the Trustees, on behalf of all the Trustees.

(11.2) Such a holding company or holding Trustees must act as directed by the Trustees. Provided they do so they will not incur liability to the Charity.

(11.3) The Trustees may remove or replace any holding Trustee by resolution confirmed in writing.

12. Amendment

(12.1) This Constitution may be amended by Members' resolution passed by a simple majority of the members present and voting at the AGM, provided that:

(a) no amendment may be made that would have the effect of making the Charity cease to be a Charity at law

(b) no amendment be made to alter the Objectives if the change would not be within the reasonable contemplation of the members of or donors to the Charity

(c) no amendment may be made to clause 2, 10, 12 or 13 without the prior written consent of the Charity Commission.

13. Dissolution

(13.1) The Trustees may, with the approval of at least two-thirds of the members, dissolve the Charity.

(13.2) After meeting all Charity liabilities, the Trustees shall in their discretion apply surplus assets towards charitable purposes, within Oxfordshire, consistent with the Objectives.