

C O N S T I T U T I O N

Revised and Approved by Annual General Meeting on the 21st September 2016.

1. NAME

The name of the association is the 'Carers' Council-Allies in Adult Mental Health', ('the Charity'.)

2. ADMINISTRATION

Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by Clause 7 of this constitution ("the Executive Committee"). The officers and other members of the committee shall be the trustees of the Charity and are together called the 'trustees'.

3. OBJECTS

The Charity's objects are to relieve and support the families and carers of people suffering from enduring or recurring mental illness (wherever resident but in particular those resident in the City and County of Nottingham). We do this through the provision of social activity, information and bringing the views of our members to the attention of those responsible for health and social care services.

4. POWERS OF THE TRUSTEES

The trustees must manage the business of the Charity and have the following powers in furtherance of the objects, exercised wholly or in part by the Executive Committee:

- 4.1 a) Raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any statutory regulations.
 - b) Set aside income as a reserve against future expenditure in accordance with the written Reserves Policy.
 - c) Obtain and pay for such goods and services as are necessary for carrying out the work of the charity.
 - d) Open and operate such bank and other accounts as the trustees consider necessary and to invest funds and delegate the management of funds subject to the conditions under the Trustee Act 2000.
 - e) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such Bank or Building Society as the Executive Committee shall from time to time decide. All cheques drawn on the accounts must be signed by at least 2 of the 3 signatory members of the Executive Committee. The funds belonging to the Charity shall be applied only in furthering the objects.
- 4.2 To provide advice and support to the families and carers of people with

mental illness, including providing information, guidance, advisory services, training and education.

- 4.3 To promote the provision of care, treatment and education of people with mental illness and to secure for them provision commensurate with their needs.
- 4.4 To increase public awareness of the problems and circumstances of people with mental illness and their families and carers and to encourage their acceptance and support in the community
- 4.5 To foster mutual help, co-operation and friendship between families, carers and all those entrusted with the care of people with mental illness.
- 4.6 To make appropriate representations to relevant statutory bodies and other organisations on behalf of families and carers of people with mental illness.
- 4.7 To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purposes and to exchange information and advice with them.
- 4.8 To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects. Also consider merging with or entering into partnership with any other charity formed for any of the objects.
- 4.9 To appoint and constitute such advisory committees as the Executive Committee may think fit.
- 4.10 To do all such other lawful things as are necessary for the achievement of the objects.
 - a) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
 - b) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

5. MEMBERSHIP

- 5.1 Membership of the Charity is open to any person interested in furthering the objects, who has upon written application been accepted into membership by the Executive Committee and has paid the annual subscription laid down from time to time by the Executive Committee. The Executive Committee will use its discretion in dealing with applications for membership under the age of 18 taking into account the merits of the application.
- 5.2 The trustees may only refuse an application to the Executive Committee for membership if acting reasonably and properly they consider it to be in the best interests of the Charity to refuse the application. They must inform the applicant in writing of the reasons for refusal within 21 days of the decision. The trustees must consider any written representations the applicant may make about the decision. The trustee's decision following any written representations must be notified to the applicant in writing but shall be final.
- 5.3 Membership is not transferable to any other person.
- 5.4 Every member shall have one vote.

- 5.5 Membership is terminated if:
- a) the member dies, or the organization ceases to exist.
 - b) the member resigns by written notice unless, after the resignation, there would be less than two members.
 - c) any sum due from the member to the Charity is not paid in full within six months of it falling due.
 - d) the member is removed from membership by a unanimous resolution of the Executive Committee if they consider it to be in the best interests of the charity.
 - e) a resolution to remove a member from membership may only be passed if the member has been given 21 days notice in writing of the meeting of the Executive Committee at which the resolution will be proposed and the reasons for the proposal. The individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
- 5.6 Any member is welcome to attend meetings of the Executive Committee as an observer, only so long as there is no confidential business on the agenda in which case they would be required to leave.

6. HONORARY OFFICERS

- 6.1 At the Annual General Meeting of the Charity, the members shall elect from amongst themselves the following officers:
- a) A Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer who shall hold office from the conclusion of that meeting.
 - b) The office of President is honorary and held at the discretion of the office holder from time to time and confirmed at an Annual General Meeting.
- 6.2 A trustee must be a member of the Charity or the nominated representative of an organization that is a member of the Charity.
- 6.3 No-one may be appointed a trustee if they are disqualified from acting under the provisions of Clause 8.
- 6.4 The number of trustees shall be not less than six but, unless otherwise determined by a resolution of the Charity in general meeting, shall not be subject to any maximum.
- 6.5 A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

7. EXECUTIVE COMMITTEE

- 7.1 The Executive Committee shall consist of the honorary officers specified in Clause 6.
- 7.2 The Executive Committee may in addition appoint not more than three co-opted members. Each appointment of a co-opted member shall be made at a meeting of the Executive Committee and shall take effect from the end of that meeting unless the appointment is to fill a place which has not been vacated in which case the appointment shall run from the date when the post becomes vacant. Any appointment requires the completing of a nomination form.

- 7.3 All members of the Executive Committee shall retire from office together at the end of the Annual General Meeting next after the date on which they came in to office but shall be eligible for re-election at the Annual General Meeting.
- 7.4 The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 7.5 No person shall be entitled to act as a member of the Executive Committee whether on a first or subsequent entry into office until after making a statement which is recorded in the minutes of that meeting, that they are willing to act in the interests of the charity and accept the associated duties which have been explained to them as part of their induction.
- 7.6 No-one may be elected a trustee or an officer at any Annual general meeting 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.
- 7.7 (a) The appointment of a trustee, whether by the Charity in general meeting or by co-option by other trustees, must comply with any limits established by Sub Section 6.4.
- (b) 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.

8. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A trustee shall cease to hold office if he or she:

- 8.1 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 8.2 ceases to be a member of the Charity;
- 8.3 in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- 8.4 resigns as a trustee by notice to the Charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- 8.5 is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

9. BENEFITS AND PAYMENTS TO TRUSTEES AND CONNECTED PERSONS

9.1 Application of income and 'property'.

- a) The income and property of the Charity shall be applied solely towards the promotion of the objects.
- b) A trustee is entitled to be reimbursed from the 'property' of the Charity or may pay out of such 'property' reasonable expenses (not more than £100 without authority of the Treasurer) properly incurred by him or her when acting on behalf of the Charity. Such payment will only be made with completion of the appropriate claim form and receipts.
- c) A trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in Section 189 of the Charities Act 2011 (about Indemnity Insurance).
- d) 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 member who is not also a trustee from receiving:
 - (i) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - (ii) reasonable and proper remuneration for any goods or services supplied to the Charity.

9.2 Benefits and payments to trustees and connected persons.

9.2.1 General provisions

No trustee or 'connected person' (a person connected closely to a trustee) may:

- a) buy or receive any goods or services from the Charity on terms preferential to those applicable to members of the public;
- b) sell goods, services or any interest in land to the Charity;
- c) be employed by or receive any remuneration from the Charity;
- d) receive any other financial benefit from the Charity unless the payment is permitted by sub-clause (9.2.2) below. In this clause, a 'financial' benefit means a benefit, direct or indirect, which is either money or has a monetary value.

9.2.2 Scope and powers permitting trustees' or connected persons' benefits

- a) A trustee or connected person may receive a benefit from the charity, when instructed by other members of the Executive Committee to act in professional capacity on behalf of the Charity, in the capacity of a beneficiary of the Charity provided that a majority of the trustees do not benefit in this way.
- b) A trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in Section 185 of the Charities Act 2011 (about remuneration of charity trustees or trustees etc. providing services to a Charity)
- c) A member of the Executive Committee shall withdraw from any meeting at which his/her own instruction or remuneration, or that of his/her firm is under discussion.

9.3 Conflicts of interests and conflicts of loyalties.

A Charity trustee must :

- a) Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not been previously declared.
- b) Absent himself or herself from any discussions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- c) Any Charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the trustees on the matter.

9.4 Savings Provisions.

9.4.1 Subject to sub-clause (9.4.2) all decisions of the trustees, or of a committee of the trustees, shall be valid notwithstanding the participation in any vote of a Trustee:

- a) who is disqualified from holding office;
- b) who had previously retired or who had been obliged by this constitution to vacate office;
- c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- d) if, without the vote of that trustee and that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

9.4.2 Sub-Clause (9.4.1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of Charity trustees if, but for sub-clause (9.4.1), the resolution would have been void, or if the Charity trustee has not complied with clause (9.4.1).

10. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

10.1 The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution. The Executive Committee shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the Chair or by any two members of the Executive Committee upon not less than 4 days notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days notice must be given.

10.2 The Chairperson shall act as Chair at meetings of the Executive Committee. If the Chairperson is not present within 10 minutes of the time appointed for the meeting, the Vice Chair will preside, or failing the attendance of the Vice Chair, the members of the Executive Committee present shall choose one of their number to be Chairperson of the meeting before any other business is transacted.

10.3 Quoracy

- a) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
- b) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at the meeting.

- c) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
 - d) 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 of calling a general meeting.
- 10.4 Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes, the Chairperson of the meeting shall have a second or casting vote.
- 10.5 The Executive Committee shall keep minutes, in books / paper files or computer files kept for the purpose of:
- a) appointments of officers and trustees made by the trustees;
 - b) proceedings at general meetings of the Charity;
 - c) meetings of the trustees and committees of trustees including:
 - (i) the names of the trustees present at the meeting;
 - (ii) the decisions made at the meetings;
 - (iii) where appropriate the reasons for the decisions.
- 10.6 The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any enquiry or supervising or performing any function or duty which, in the opinion of the Executive 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 Executive Committee.

11. ACCOUNTS, ANNUAL REPORT, ANNUAL RETURN

- 11.1 The Executive Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:
- a) the keeping of accounting records for the Charity
 - b) the preparation of annual statements of account for the Charity including the independent examination of the statements of account of the Charity;
 - c) the transmission of the statements of account of the Charity to the Commission;
 - d) the preparation of the Annual Report (including a clear statement of benefits to beneficiaries) and its transmission to the Commission;
 - e) the preparation of the Annual Return and its transmission to the Commission.
- 11.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

12. ANNUAL GENERAL MEETING

- 12.1 There shall be an Annual General Meeting of the Charity which shall be held in the month of September in each year or as soon as practicable thereafter. Not more than 15 months may elapse between successive annual general meetings.
- 12.2 Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days notice of the Annual General Meeting to all the members of the charity. All members of the charity shall be entitled to attend and vote at the meeting. The meeting will be chaired by the Executive Committee Chair.
- 12.3 The Executive Committee shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.
- 12.4 Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the Secretary of the Executive Committee at least 7 days before the Annual General Meeting. Nomination forms received later than this may be accepted at the discretion of the Chair of the Executive Committee, and put to the AGM for approval. Should nominations exceed vacancies, election shall be by ballot.

13. PROCEDURE AT GENERAL MEETINGS

- 13.1 All general meetings other than Annual General meetings shall be called Special General meetings.
- 13.2 The Executive Committee may call a Special General meeting of the Charity at any time. If at least six members of the Charity request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 days notice must be given. The notice must state the business to be discussed.
- 13.3 Quoracy.
- a) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or six members of the Charity, whichever is the greater, are present at any General Meeting.
 - b) If a quorum is not present within 30 minutes from the time appointed for the meeting, OR during a meeting, a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
 - c) The trustees must re-convene the meeting and must give at least 7 clear days' notice of the re-convened meeting stating the date, time and place of the meeting. If no quorum is present at the re-convened meeting within 15 minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
- 13.4 The trustees must call a special general meeting if requested to do so in writing by at least 10 members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within 28 days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

13.5 The minimum period of notice required to hold any general meeting of the Charity (other than an Annual General Meeting) is 14 clear days from the date on which the notice is deemed to have been given. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. The notice must be given to all the members and to the trustees.

13.6 Chairing.

- a) The General meetings shall be chaired by the Executive Committee chair.
- b) If there is no such person or he or she is not present within 15 minutes of the time appointed for the meeting, a trustee nominated by the trustees shall chair the meeting.
- c) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- d) If no trustee is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

13.7 Adjournments.

- a) If the members present at a meeting resolve that the meeting shall be adjourned, the person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- b) If a meeting is adjourned for more than 7 days, at least 7 clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

13.8 Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

14. REPRESENTATIVES OF OTHER BODIES

14.1 Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.

14.2 The organisation must give written notice to the charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the charity.

14.3 Any notice given to the charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

15. MEMBER NOTICES

15.1 Any notice required to be served on any member of the Charity shall be in writing or using electronic communication and shall be served by the Secretary or the Executive Committee on any member either personally or by sending it electronically, or through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom. Any letter sent shall be

deemed to have been received within 5 days of posting. Any electronic transmission sent shall be deemed to have been received within 48 hours.

- 15.2 A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- 15.3 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 15.4 Proof of posting, OR proof that a notice contained in an electronic communication was sent, shall be conclusive evidence that the notice was given.
- 15.5 A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

16. AMENDMENTS TO THE CONSTITUTION

- 16.1 Subject to the 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 at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- 16.2 The charity may amend any provision contained in this constitution 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 may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
 - c) no amendment may be made to clauses 9.1 or 9.2 without the prior written consent of the Commission;
 - d) any resolution to amend any other Clauses is passed by not less than two thirds of the members present and voting at a general meeting.
 - e) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

17. DISSOLUTION

- 17.1 If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- 17.2 The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- 17.3 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 the charity;
 - c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.

- 17.4 The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.
- 17.5 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).
- 17.6 The trustees must notify the 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.

18. INSURANCE

The Executive Committee must insure suitably in respect of public liability.

19. DISPUTES

If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

This revised constitution was approved on the 21st September 2016 by an Annual general Meeting on that date and implemented by the persons whose signatures appear at the bottom of this document.

NAME	SIGNATURE	POSITION IN CARERS' COUNCIL
Geoffrey Curtis		Chair
Vacancy		Secretary
Vacancy		Vice Chair
Peter Robinson		Treasurer
John Hawkes		Committee Member
Angela Chandler		Committee Member
Sandra Vanner		Committee Member
Robert Cox		Committee Member
Mavis Cox		Committee Member
Margaret Smith		Committee Member