

CONSTITUTION

adopted on 16 December 2007

1. Name

The name of the Association is the **Valerie Taylor Trust** (and in this document is called the charity)

2. Administration

The charity and its property will be administrated and managed in accordance with the provisions of this constitution by the members of the Management Committee who are the trustees of the charity.

3. Objects

The charity's objects (the objects) are:

(a) To assist in the treatment, care and rehabilitation of disabled people in Bangladesh, in particular but not exclusively by:

(i) promoting reintegration into the community;

(ii) raising awareness of disability issues;

(iii) educating health care workers.

(b) To relieve poverty in Bangladesh.

4. Powers

In furtherance of the objects, but not otherwise, the Management Committee may exercise the following powers:

- (a) to raise funds and to invite and receive contributions provided that in raising funds the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (b) to support research and to publish the useful results of such research;
- (c) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (d) power subject to any consents required by law to sell, lease or otherwise dispose of all or any part of the property belonging to the charity;
- (e) power subject to any consents required by law to borrow money and to charge all or any part of the property belonging to the charity as security for repayment of the money borrowed;
- (f) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (g) to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (h) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;

- (i) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (j) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
- (k) to appoint and constitute such advisory sub-committees as the Management Committee may think fit;
- (l) to make rules and regulations consistent with this constitution for the management of the charity;
- (m) to delegate the performance of any act, including the exercise of any power or discretion, to a sub-committee consisting of any one or more members of the Management Committee and such other persons as the Management Committee may consider necessary within such guidelines and budget as is set from time to time by the Management Committee. The Management Committee must exercise reasonable supervision over any sub-committee and any sub-committee must promptly report its acts and proceedings to the Management Committee.
- (n) to do all such other lawful things as are necessary for the achievement of the objects.

5. Application of the Income and Property

- 5.1 The income and property of the charity shall be applied solely towards the promotion of the objects.
- 5.2 A member of the Management Committee 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.
- 5.3 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 member of the Management Committee, from receiving reasonable and proper remuneration for any goods or services supplied to the charity;
 - (b) a member of the Management Committee from:
 - (i) buying goods or services from the charity upon the same terms as other members or members of the public;
 - (ii) receiving a benefit from the charity in the capacity of a beneficiary of the charity, provided that the members of the Management Committee comply with the provisions of sub clause 5.6 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 members of the Management Committee against any liability that by virtue of any rule of law would otherwise attach to a member of the Management Committee 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:
 - (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the member of the Management Committee;
 - (iii) liabilities to the charity that result from conduct that the member of the Management Committee 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.

- 5.4 No member of the Management Committee may be paid or receive any other benefit for being a member of the Management Committee.
- 5.5 A member of the Management Committee may:
- (a) sell goods, services or any interest in land to the charity;
 - (b) be employed by or receive remuneration from the charity;
 - (c) receive any other financial benefit from the charity,
if :
 - (d) he or she is not prevented from so doing by sub-clause 5.4 of this clause;
and
 - (e) the benefit is permitted by sub-clause 5.3 of this clause; or
 - (f) the benefit is authorised by the members of the Management Committee in accordance with the conditions in sub-clause 5.6 of this clause.
- 5.6 (a) If it is proposed that a member of the Management Committee should receive a benefit from the charity that is not already permitted under sub-clause 5.3 of this clause, he or she must:
- (i) declare his or her interest in the proposal;
 - (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - (iii) not be counted in determining whether the meeting is quorate;
 - (iv) not vote on the proposal.
- (b) In cases covered by sub-clause 5.5 of this clause, those members of the Management Committee who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the charity to contract with or employ that particular member of the Management Committee rather than someone who is not a member of the Management Committee, and they must record the reason for their decision in the minutes. In reaching their decision the members of the Management Committee must balance the advantage of contracting with or employing a member of the Management Committee against the disadvantage of doing so, taking into account the loss of the particular member of the Management Committee's services as a result of dealing with his or her conflict of interest.
- (c) The members of the Management Committee may only authorise a transaction falling within sub-clause 5.5 paragraphs (a) - (c) of this clause if the Management Committee comprises a majority of members who have not received any such benefit.
- (d) If the members of the Management Committee fail to follow this procedure, the resolution to confer a benefit upon a member of the Management Committee will be void and the member concerned must repay to the charity the value of any benefit he or she has received from the charity.
- 5.7 A member of the Management Committee must absent himself or herself from any discussions of the Management Committee 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) and take no part in the voting upon the matter.
- 5.8 In this clause 5, "member of the Management Committee" shall include any person, firm or company connected with the member of the Management Committee.

6. Membership

- 6.1 Membership of the charity is open to:
- (a) individuals over the age of eighteen who are interested in furthering the work of the charity and who have paid any annual subscription laid down from time to time by the Management Committee, and
 - (b) any organisation which is interested in furthering the work of the charity and has paid any annual subscription laid down from time to time by the Management Committee.
- 6.2 Every member shall have one vote.
- 6.3 Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the charity, and may appoint a substitute to replace its appointed representative at any meeting of the charity if the appointed representative is unable to attend.
- 6.4 The Management Committee may for good reason terminate the membership of any individual or member organisation: Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Management Committee, accompanied by a friend, before a final decision is made.

7. Management Committee

- 7.1 The charity and its property shall be managed and administered by a Management Committee comprising the officers and other members appointed in accordance with this constitution. The members of the Management Committee are the trustees of the charity.
- 7.2 The charity shall have the following officers:
- a chairman
 - a secretary
 - a treasurer.
- 7.3 The Management Committee shall consist of:
- the honorary officers specified in sub-clause 7.2 above; and
 - not less than three and not more than seven members elected by the members present and voting at an annual general meeting; and
 - not more than three co-opted members appointed in accordance with clause 8.
- 7.4 A member of the Management Committee must be a member of the charity or the appointed representative of an organisation that is a member of the charity.
- 7.5 No one may be appointed a member of the Management Committee if he or she would be disqualified from acting as a trustee under the provisions of clause 9.
- 7.6 The persons whose signatures appear at the end of this document shall constitute the Management Committee until the end of the first annual general meeting of the charity. At that meeting they will be eligible to stand for election.

8. Appointment of the Management Committee

8.1 Elected members

- (a) At the first annual general meeting there shall be at least six members elected to constitute the Management Committee.
- (b) At each subsequent annual general meeting one third* of the members of the Management Committee will be required to stand down but will be eligible for re-election. Those serving longest since last elected will be those required to stand

down. If necessary those to stand down will be decided by lot. [* to the nearest whole – eg If there are 7 members, 2 must stand down. If 8, then 3.]

- (c) Any person whose term of office will expire at an annual general meeting will be eligible for re-election at that annual general meeting.
- (d) No-one may be elected at any annual general meeting unless at least seven days prior to the meeting the charity is given a notice that:
 - (i) is signed by a member entitled to vote at the meeting;
 - (ii) states the member's intention to propose the appointment of a person as an officer or member of the Management Committee;
 - (iii) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (e) The Management Committee may fill a casual vacancy in the office of elected member. The appointment must be made at a meeting of the Management Committee.
- (f) The term of office of any person appointed to fill a casual vacancy will expire at the end of the next annual general meeting after his or her appointment.

8.2 Co-opted members

- (a) The Management Committee may appoint not more than three co-opted members.
- (b) Any appointment must be made by the Management Committee at a meeting of the Management Committee and shall take effect from the end of that meeting.
- (c) The term of office of any co-opted member will expire at the next annual general meeting after his or her appointment but will be eligible for election.

8.3 No person shall be entitled to act as a member of the Management Committee whether on a first or on any subsequent entry into office until after signing a declaration of acceptance and of willingness to act in the trusts of the charity.

9. Disqualification and Removal of Members of the Management Committee

- 9.1 A member of the Management Committee shall cease to hold office if he or she:
- (a) is disqualified for acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (b) ceases to be a member of the charity;
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (d) resigns as a member of the Management Committee by notice to the charity (but only if at least three members of the Management Committee will remain in office when the notice of resignation is to take effect); or
 - (e) is absent without the permission of the Management Committee from all their meetings held within a period of twelve consecutive months and the Management Committee resolve that his or her office be vacated.

10. Meetings and Proceedings of the Management Committee

- 10.1 The Management Committee may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 10.2 Any member of the Management Committee may call a meeting of the Management Committee.

- 10.3 The Secretary must call a meeting of the Management Committee if requested to do so by a member of the Management Committee.
- 10.4 At the first meeting after each annual general meeting the members of the Management Committee present must appoint one of their number to chair their meetings for the subsequent year.
- 10.5 If the person appointed to chair the meetings is not present within fifteen minutes of the time appointed for the meeting the members of the Management Committee present may appoint one of their number to chair that meeting.
- 10.6 Questions arising at a meeting must be decided by a majority of votes of the members of the Management Committee present and voting on the question but in the case of an equality of votes, the person chairing the meeting shall have a second or casting vote.
- 10.7 No decision may be made at a meeting of the Management Committee unless a quorum is present.
- 10.8 The quorum shall be at least one third of the number of members of the Management Committee for the time being, or three members of the Management Committee, whichever is the greater.
- 10.9 A member of the Management Committee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- 10.10 If the number of members of the Management Committee is less than the number fixed as the quorum, the continuing member or members of the Management Committee may act only for the purpose of filling vacancies or of calling an annual general meeting.
- 10.11 A resolution in writing signed by all the members of the Management Committee entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.
- 10.12 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more members of the Management Committee.

11. Irregularities in Proceedings

- 11.1 Subject to sub-clause 11.2 of this clause, all acts done by a resolution at a meeting of the Management Committee shall be valid notwithstanding the participation in any vote of a person:
 - who was disqualified from holding office; or
 - who had previously retired or had been obliged by the constitution to vacate office; or
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.
 if, without:
 - the vote of that person; and
 - that person being counted in the quorum, the decision had been made by a majority of the members of the Management Committee at a quorate meeting.
- 11.2 Sub-clause 11.1 of this clause does not permit a member of the Management Committee to keep any benefit that may be conferred upon him or her by a resolution of the Management Committee if the resolution would otherwise have been void.
- 11.3 No resolution or act of:
 - (a) the members of the Management Committee; or
 - (b) any sub-committee of the charity; or

(c) the charity in general meeting shall be invalidated by reason of the failure to give notice to any member of the Management Committee or member of the charity, or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.

12. Minutes

- 12.1 The Management Committee must keep minutes of the proceedings at meetings of the Management Committee and any sub-committee including:
- (a) any appointments of members to the Management Committee made at meetings of the Management Committee;
 - (b) the names of the persons present at the meeting;
 - (c) the decisions made at the meetings and details of any votes cast; and
 - (d) where appropriate the reasons for the decisions.

13. General Meetings

- 13.1 The secretary or other person specially appointed by the Management Committee shall keep a full record of proceedings at every general meeting of the charity.

13.2 Annual General Meetings

- (a) The charity must hold its first annual general meeting within twelve months of the date of the adoption of this constitution.
- (b) Nominations for election to the Management Committee must be made by members of the charity in writing and must be in the hands of the secretary of the Management Committee at least seven days before the annual general meeting. Should nominations exceed vacancies, election will be by ballot.
- (c) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- (d) The Management Committee must present to each annual general meeting the report and accounts of the charity for the preceding year.

13.3 Special General Meetings

- (a) All general meetings other than annual general meetings shall be called special general meetings.
- (b) The Management Committee may call a special general meeting at any time.
- (c) The Management Committee must call a special general meeting if requested to do so in writing by at least ten members or one twentieth of the membership, which ever is the greater. The request must state the nature of the business that is to be discussed. If the Management Committee fails to hold the meeting within two months 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.

13.4 Notice

- (a) The minimum period of notice required to hold any general meeting of the charity is twenty-eight clear days from the date on which the notice is deemed to have been given.
- (b) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

- (c) The notice must be given to all the members of the charity.

13.5 **Quorum**

- (a) No business shall be transacted at any general meeting unless a quorum is present.
- (b) A quorum is five members entitled to vote upon the business to be conducted at the meeting.
- (c) The authorised representative of a member organisation shall be counted in the quorum.
- (d) If:
 - (i) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (ii) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Management Committee shall determine.
- (e) The Management Committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (f) If no quorum is present at the re-convened meeting within thirty minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

13.6 **Chairman**

- (a) General meetings shall be chaired by the person who has been elected as Chairman of the charity.
- (b) If there is no such person or he or she is not present within thirty minutes of the time appointed for the meeting a member of the Management Committee nominated by the Management Committee shall chair the meeting.
- (c) If there is only one member of the Management Committee present and willing to act, he or she shall chair the meeting.
- (d) If no member of the Management Committee is present and willing to chair the meeting within thirty 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) The members present at a meeting may resolve that the meeting shall be adjourned.
- (b) 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.
- (c) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (d) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

13.8 **Votes**

- (a) 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.
- (b) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been

entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

14. Representatives of Other Organisations

- 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. Annual Report and Accounts

- 15.1 The Management Committee must comply with their obligations under the Charities Act 1993 with regard to:
- (a) the keeping of accounting records for the charity;
 - (b) the preparation of an annual statement of account for the charity;
 - (c) the transmission of the statements of account to the Charity Commission;
 - (d) the preparation of an annual report and its transmission to the Charity Commission;
 - (e) the preparation of an annual return and its transmission to the Charity Commission.

16. Registered Particulars

- 16.1 The Management Committee must notify the Charity Commission promptly of any changes to the charity's entry on the Central Register of Charities.

17. Repair and insurance

- 17.1 The Management Committee must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

18. Notices

- 18.1 Any notice required by this constitution to be given to or by any person must be:
- (a) in writing; or
 - (b) given using electronic communications.
- 18.2 The charity may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her last known address; or
 - (c) by leaving it at the address of the member, or;
 - (d) by giving it using electronic communications to the member's address.

- 18.3 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.
- 18.4 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.
- 18.5 (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (c) 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.

19. Dissolution

- 19.1 If the members resolve to dissolve the charity the Management Committee will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- 19.2 The Management Committee must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- 19.3 The Management Committee 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 may approve in writing in advance.
- 19.4 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 Management Committee 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 19.3 above.
- 19.5 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).
- 19.6 The Management Committee must notify the Charity Commission promptly that the charity has been dissolved. If the Management Committee are obliged to send the charity's accounts to the Charity Commission for the accounting period which ended before its dissolution, they must send the Charity Commission the charity's final accounts.

20. Amendments

- 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 at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- 20.2 No amendment may be made to clause 3 (objects) if the change would not be within the reasonable contemplation of the members of the charity or of donors to the charity.
- 20.3 No amendment may be made to clause 1 (name of the charity), clause 5 (Application of income and property), or this clause (20) without the prior consent in writing of the Charity Commission.

- 20.4 No amendment may be made which would have the effect of making the charity cease to be a charity at law.
- 20.5 The Management Committee must send a copy of any resolution amending this constitution to the Charity Commission within twenty one days of it being passed.
- 20.6 No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Management Committee.