

The Constitution of the Association known as 'Leicestershire AIDS Support Services' (LASS) adopted at the Extraordinary General Meeting of the Association held on 26th February 2009

1 Name

The name of the Association is 'Leicestershire AIDS Support Services' (LASS).

2 Objects

LASS is established for the relief of sickness and the distress arising from sickness, for the advancement of education and the protection of good health primarily in Leicestershire, Rutland and the City of Leicester in connection with Human Immunodeficiency Virus (HIV) infection and Acquired Immune Deficiency Syndrome (AIDS). In furtherance of these objects, LASS may:

2.1) Provide for the education, preparation and training of voluntary workers who will directly or indirectly contribute to the provision of the various services provided by the Association.

2.2) Employ paid workers on a full-time, part-time or sessional basis not being members of the Board of Trustees of LASS, who will directly or indirectly contribute to the provision of the various services provided by the Association.

2.3) Provide or assist in providing support services as appropriate to people approaching LASS for assistance.

2.4) Provide or maintain one or more centres in Leicestershire, Rutland and/or the City of Leicester for the purposes of LASS.

2.5) Provide or encourage the provision of personal support groups and services for people with HIV related interests and problems.

2.6) Assist, where appropriate, any charitable body or bodies financially or in other ways in the furtherance of these objects.

2.7) Provide direct financial assistance to people with problems related to HIV or AIDS (when no other source of funds is readily available) from monies which have been lawfully given to LASS for this express purpose.

2.8) Collect, obtain and receive monies and funds by way of donations, grants, legacies, subscriptions and other lawful method, except that LASS shall not engage in any form of permanent trading.

2.9) Educate and inform the public about HIV and AIDS.

2.10) Conduct or facilitate the conduct of research investigations or surveys and make public the useful findings and results of such research.

2.11) Do all such other lawful things as may be necessary.

3 Membership

Membership shall be open to all people who subscribe to the objects and policies of LASS, subject to the absolute discretion of the Board of Trustees to accept or decline the application of any prospective member and to decide which category of membership such people shall be admitted to.

However, only those admitted into membership who are 18 years of age or over shall be entitled to vote in the organisation and stand for election to the Board of Trustees.

There shall be the following categories of membership:

3.1) Accredited Volunteers shall be those people who have been accepted into membership to be involved as Volunteers in furtherance of the objects of LASS, having gone through the relevant selection process that may be in force and successful completion of any relevant training which may be required at the time, in accordance with procedures established by the Board of Trustees.

3.2) Associate Volunteers shall usually be all prospective 'Accredited Volunteers' for the first six months (or as decided by LASS) of initial Volunteer involvement after fulfilling the initial requirements of becoming a Volunteer and prior to being accepted as an 'Accredited Volunteer'.

It may also be for those people who are generally unable to become an 'Accredited Volunteer' or able to fulfil the usual selection and training requirements for this but who may have a particular area of interest and want to become involved in a limited or specific voluntary capacity within that particular area of LASS work.

Such people will be accepted into membership by the Board of Trustees after having gone through the relevant selection process that may be in force and successful completion of any relevant training which may be required at the time, in accordance with procedures established by the Board of Trustees.

Associate Volunteers:

- a) Shall not be classified as 'Accredited Volunteers' or any other category of membership;
- b) Shall only be involved in a limited and specific voluntary capacity within a defined area of LASS work;
- c) Shall be expected to accept and follow any policies or guidelines that may be in force or relevant to them whilst they remain members;
- d) Shall have no voting rights or eligibility to stand for election to the Board of Trustees.

3.3) Consultants shall usually be people having particular specialist knowledge or skills who are willing to assist in the work of LASS but who are unable, or do not wish to, take part in other general work.

Consultants shall be appointed in accordance with procedures established by the Board of Trustees for the purpose of advising members of LASS and to assist in the work of LASS in their particular field for the benefit of the organisation and in furtherance of its objects.

Apart from those consultants who are Board of Trustees members (as provided for in 5.4 and 5.5), no Consultants shall have voting rights within the organisation.

3.4) Employees shall be those people paid to work either on a full-time or part-time basis, in furtherance of the objects of LASS. People paid to work on a sessional basis may be admitted into membership as an Employee Member at the discretion of the Board of Trustees.

Employees shall not be members of the Board of Trustees save as provided at clause 4.2 (i) (b).

3.5) Honorary Life Members shall be people who have made a significant contribution to the work of LASS or in the field of HIV/AIDS generally, usually locally.

Honorary Life Members shall be proposed at a General Meeting, in accordance with procedures established by the Board of Trustees which may be in force at the time, and shall be elected by a simple majority of those present and voting.

Honorary Life Members shall have no voting powers or eligibility to stand for election to the Board of Trustees, unless they are also members who are defined and eligible as above.

3.6) Friends of LASS shall be people who support the aims and work of LASS. To become a Friend of LASS, a person will either be nominated by the Board of Trustees or can apply individually, in accordance with procedures established by the Board of Trustees.

Friends of LASS :

a) Shall not be classed as Accredited or Associated Volunteers or any other category of membership

b) Shall not have voting rights or eligibility to stand for election to the Board of Trustees, unless they are also at the same time members as defined and eligible above.

3.7) All prospective members, actual members and all others the Board of Trustees may decide, shall accept, sign and honour the LASS Confidentiality Policy and all other policies, guidelines, procedures or agreements which the Board of Trustees shall deem fit.

4 Management

4.1) Except as provided otherwise in this constitution the general policy and affairs of LASS shall be directed by a Board of Trustees which shall be constituted and have powers as set out below.

4.2) The Board of Trustees shall:

i) Consist of not more than 11 members of LASS made up as follows:

a) Up to six members elected at an AGM.

b) A Secretary who will normally be an employee of the organisation. In the case of it not being feasible for an employee to be Secretary it shall be a Volunteer or Consultant member of LASS appointed by the Board of Trustees. The Secretary shall not have a

vote.

- c) A Treasurer appointed by the Board of Trustees who may be either a Volunteer or Consultant member.
- d) Up to three consultant members appointed by the Board of Trustees.

ii) Have powers to fill by co-option any vacant positions not filled by election at an AGM or vacancies that may arise through elected members withdrawing from the Board of Trustees during the year. Such co-opted members will be able to vote and shall serve until the next AGM.

iii) Have powers to co-opt up to three members of LASS as non-voting Trustees who shall retire at the next Annual General Meeting after their co-option.

4.3) The Board of Trustees may at any time appoint such **Standing Committees** (consisting wholly, in part, or without members of the Board of Trustees) as it thinks fit and shall determine the focus, membership, function and delegate any powers as it sees fit to such Standing Committees. Standing Committees shall be disbanded not later than the next Annual General Meeting after their appointment, provided all acts and proceedings shall be reported fully and promptly to the Board of Trustees.

4.4) The Board of Trustees may at any time appoint such **Working Groups** (consisting wholly, in part, or without members of the Board of Trustees) as it thinks fit and shall determine the focus, membership, function, duration of their operation, and delegate any powers as it sees fit to such Working Groups. Working Groups shall usually only function for a specific purpose and for as long as the reason for their establishment, disbanding not later than the next Annual General Meeting after their establishment, provided all acts and proceedings shall be reported fully and promptly to the Board of Trustees.

5 Board of Trustees

5.1) All members of LASS as defined in 3.1 who are 18 years of age or over shall be eligible for election to the Board of Trustees at an election held at an Annual General Meeting, which shall be conducted by ballot of those members present and eligible to vote at the General Meeting, in accordance with established procedures. Following election, the usual term of office shall be two years.

5.2) Once elected, members shall usually serve on the Board of Trustees for up to two years, before retiring at the Annual General Meeting. Any retiring elected members of the Board of Trustees may stand for re-election.

5.3) At the first meeting after every Annual General Meeting, the Board of Trustees shall elect from those members eligible to vote a Chair and a Deputy Chair. The Chair of a meeting shall have a casting vote.

5.4) At the first meeting of the Board of Trustees after every Annual General Meeting following the election of Chair and Deputy Chair of the Board of Trustees, a Secretary and a Treasurer shall be appointed. The Treasurer shall have a vote at meetings. The Secretary shall not have a vote.

5.5) In addition, the Board of Trustees shall have powers to appoint up to three other Consultants to be members of the Board of Trustees with voting rights.

5.6) The Secretary, Treasurer, and Consultants as described in 5.5 shall stand down after every Annual General Meeting, but may all be eligible for re-appointment at the discretion

of the Board of Trustees.

5.7) The Board of Trustees shall have absolute discretion to decide which specific duties any member shall be permitted to carry out on behalf of LASS. They shall also have power to delegate such decision-making to appropriate members of LASS. Further, the Board of Trustees shall have absolute discretion in deciding to re-classify any member in the best interests of LASS.

5.8) The Board of Trustees shall have the power for good and sufficient reason to suspend or terminate the membership of any member. This power may be exercised whenever the interests of LASS or of any person to whom LASS may provide services might suffer, provided that individual member concerned shall have the right to be heard by the Board of Trustees before a final decision is made, in accordance with established procedures.

5.9) The Board of Trustees shall meet as often as may be required, but at least four times a year. A meeting may be called by the Chair or Deputy Chair at any time upon giving reasonable notice. A meeting shall be called by the Secretary if at least 50% of the voting members of the Board of Trustees request it.

5.10) The Chair, or if absent the Deputy Chair, shall preside over meetings of the Board of Trustees. If neither is present within 10 minutes of the appointed time, the Board of Trustees shall elect a Chair for that meeting. All meetings shall be chaired by a voting member of the Board of Trustees.

5.11) Minutes of all meetings shall be signed and kept as a record of the proceedings of the Board of Trustees.

5.12) The Board of Trustees shall make a report to each Annual General Meeting setting out the work of LASS during the proceeding year. It shall cause proper accounts to be kept which shall be audited and published to members.

5.13) The Board of Trustees shall be responsible for ensuring that all monies received by LASS shall be used to further the objects as set out in Clause 2 above and for no other purpose.

5.14) It shall be the duty of the Board of Trustees to ensure that whenever practicable participation in the work of LASS or receipt of services from LASS shall be accessible to all members of the community.

6 General Meetings

6.1) An Annual General Meeting of LASS shall be held in each calendar year, but not more than 18 months after the proceeding Annual General Meeting.

6.2) Extraordinary General Meetings shall be convened by the Secretary at the request of the Board of Trustees or upon receiving a request in writing signed by not less than one-third of the voting members of LASS. Such requests shall state the business to be considered.

6.3) All members of LASS shall be entitled to attend General Meetings and every member eligible to vote who is 18 years of age or over, including the Chair, shall have a vote. In the case of an equality of votes the Chair shall have a casting vote. All General Meetings shall be chaired by a voting member of the Board of Trustees, usually the Chair or Deputy

Chair.

6.4) Notice of General Meetings shall be given by posting or serving notice so that members shall reasonably be expected to receive it not less than 21 days in advance.

7 Quorum

7.1) The quorum at a General Meeting of LASS shall be 1/5 of the membership eligible to vote at General Meetings; or 15 members eligible to vote at General Meetings, whichever is the greater.

7.2) The quorum at a meeting of the Board of Trustees shall be at least 50% of the total voting Board of Trustee members that are currently in office for the meeting to be quorate.

7.3) The quorum of any Standing Committee shall be one-third of the total membership of that Standing Committee or three, whichever is the greater.

7.4) The quorum of any Working Group shall be one-third of the total membership of that Working Group or three, whichever is the greater.

8 Trust Property

The title to all real or personal property which may be acquired by or on behalf of the organisation shall be vested in a corporation lawfully entitled to act as custodian trustee or in not less than two or more than six individual persons.

9 Finance

9.1) All money raised by or on behalf of the organisation shall be applied to further the objects of the Institution and for no other purpose provided that nothing contained in this constitution shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Organisation or the repayment of reasonable and proper out-of-pocket expenses.

9.2) The Board of Trustees can pay trustees for providing a service over and above that of acting as trustee, where this is authorised by the provisions of section 73A of the Charities Act 1993 (as amended by the Charities Act 2006) and where they can comply with the requirements set out in the Act.

9.3) The Honorary Treasurer shall keep proper accounts of the finances of the Organisation.

9.4) The accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual General Meeting.

9.5) An audited statement of the accounts for the financial year shall be submitted by the Board of Trustees to the Annual General Meeting.

9.6) A bank account shall be opened in the name of the organisation with an appropriate bank, as decided by the Board of Trustees. The Board of Trustees shall authorise in writing the Treasurer & the Chief Executive Officer of the Organisation, and two members of the Board of Trustees, to sign cheques by or on behalf of the organisation. All cheques must be signed by not less than two of the four authorised signatories.

10 Alterations to the Constitution

Any alteration of this Constitution shall receive the assent of not less than two-thirds of the full voting membership of the Organisation present and voting at a meeting specially called for the purpose **or 2/3 of the full voting membership received by email or post given 7 days to respond to the information sent.** Any such alteration shall have been received by the Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be brought forward.

At least 14 clear days notice in writing of such a meeting setting forth terms of the alteration to be proposed shall be sent by the Secretary to each voting member of the organisation provided that the alterations proposed do not require charity commission approval, and that no alterations may be made which shall have the effect of causing the organisation to cease to be a charity at law.

11 Dissolution

If the Board of Trustees by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Organisation, it shall call a meeting of all members of the Organisation who have the power to vote, given not less than 21 days' notice of such a meeting and stating the terms of the resolution proposed.

If such decision shall be confirmed by a simple (two-thirds) majority of those eligible to vote who are present and voting at such meeting, the Board of Trustees shall have the power to dispose of any assets held by or on behalf of the Organisation. Any assets remaining after the satisfaction of all debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Organisation as the Board of Trustees may determine.

12 Indemnity Insurance

The Trustees shall have power to provide indemnity insurance for themselves out of the income of the Charity. The insurance shall not extend to:

- i) Any claim arising from any act or omission which:
 - a) The Trustees knew to be a breach of trust or breach of duty; or
 - b) Was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not; and
- ii) The costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Charity.