



**The Constitution of the Association known as:
'Leicestershire AIDS Support Services' (LASS) 2011**

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

Members may stand for election to be a Trustee (see section 5.1) and are entitled to vote at an AGM to elect Board members and to take part in decisions to make constitutional changes.

Members are only entitled to one vote. Members may register with LASS for a postal or electronic vote and will be required to notify LASS if they want to exercise their right to send a representative to vote at a meeting in their place. The votes for the 3 membership groups identified below will be counted individually and then given a proportion of the overall allocation in the ratios specified in brackets.

Membership shall be open, on application, to the following individuals and groups:

- a)
- Individual people over 16 who are HIV+ and live in Leicester, Leicestershire or Rutland, and
 - A person nominated by someone living with HIV as that key person in their lives who provides them with support with their HIV and uses LASS services as a member in their own right.
(vote ratio 60%)
- b) Individual LASS active volunteers who have volunteered for LASS in the 6 months prior to the meeting date/vote taking place. (vote ratio 25%)
- c) Organisations that work in support of LASS to enable delivery of our mission and vision. (vote ratio 15%)

All membership is subject to the absolute discretion of the Board of Trustees to accept or decline the application of any prospective member and to withdraw or suspend membership (see section 5.8).

All individual members (service users and volunteers), shall accept, sign and honour the LASS Confidentiality and Equality Statements Policy and all other policies, guidelines, procedures or agreements which the Board of Trustees shall deem fit.

Individual members (people living with HIV, any person nominated as a key supporter of an individual living with HIV, and volunteers) will be required to sign an individual membership form on an annual basis and will be invited to join when they first get in contact with LASS.

Organisations that support LASS in delivering our mission and vision will be entitled to one vote per organisation and will be required to sign an organisational membership form which is renewable each year.

3.1 The following people will not have membership or voting rights

a) Friends of LASS

People who support the aims and work of LASS, but are no longer able to volunteer or be actively involved in our organisation.

b) LASS Employees

Employees, regardless of hours or length of employment, in any capacity by LASS or LASS Social Enterprise Ltd.

c) Consultants

These are people who have particular specialist knowledge or skills to assist the work of LASS and who do not wish to volunteer.

The Consultants who are Trustees are excluded from this exemption as noted in points 5.4 and 5.5 below.

4 General Meetings

- 4.1)** 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.
- 4.2)** 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.
- 4.3)** All eligible members of LASS shall be entitled to attend General Meetings and vote. In the case of an equality of votes the Chair shall have a casting vote.
- 4.4)** All General Meetings shall be chaired by a voting member of the Board of Trustees, usually the Chair or Deputy Chair.
- 4.5)** 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.
- 4.6)** The quorum at a General Meeting of LASS shall be 5% of the membership eligible to vote at General Meetings, or 20 members eligible to vote at General Meetings, whichever is the greater.

5 Board of Trustees

- 5.1)** All individual members of LASS as defined in section 3 shall be eligible to stand for election to the Board of Trustees. Organisation members may identify one representative from their organisation to stand for election to the Board of Trustees

Election of Trustees will be conducted by ballot of those members present and eligible to vote at the Annual General Meeting, in accordance with established procedures.

- 5.2)** 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.

- 5.3)** The Board of Trustees shall consist of not more than 10 members of LASS made up as follows:
- a) Up to six trustees elected at an AGM.
 - b) Up to three consultant Trustees who can be co-opted by the Board of Trustees. Consultants shall stand down after every Annual General Meeting, but may all be eligible for re-appointment at the discretion of the Board of Trustees.
 - c) A Secretary who will normally be the CEO of the organisation. In the case of it not being feasible for an employee to be Secretary it shall be a volunteer or consultant Trustee of LASS appointed by the Board of Trustees. The Secretary shall not have a vote.
 - d) One of the Trustees shall be appointed as Honorary Treasurer. The Honorary Treasurer can be a consultant or elected Trustee. The Honorary Treasurer shall have a vote at meetings.
- 5.4)** In addition the Board of Trustees have powers to fill by co-option any vacant positions not filled by election at an AGM or vacancies that may arise through elected Trustees withdrawing from the Board of Trustees during the year. Such co-opted Trustees will be able to vote and shall serve until the next AGM.
- 5.5)** At the first meeting after every Annual General Meeting, the Board of Trustees shall elect from those Trustees eligible to vote a Chair and a Deputy Chair.
- 5.6)** The Chair of the meeting shall have a second or casting vote when the votes on a resolution are equal.
- 5.7)** Once elected, trustees shall usually serve on the Board for up to three years, before retiring at the Annual General Meeting. Any retiring elected members of the Board of Trustees may stand for re-election for a further 3 year period.

- 5.8)** The Board of Trustees shall have absolute discretion to decide which specific duties any Trustee 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.
- 5.9)** 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.
- 5.10)** 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.
- 5.11)** 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.
- 5.12)** Minutes of all meetings shall be signed and dated and kept as a record of the proceedings of the Board of Trustees.
- 5.13)** The Board of Trustees may at any time appoint such sub-committees and 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 groups. Sub- committees and 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.

- 5.14)** The Board of Trustees shall make a report to each Annual General Meeting setting out the work of LASS during the proceeding year.
- 5.15) The Board of Trustees** shall cause proper accounts to be kept which shall be audited and published to members.
- 5.16)** 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.

6 Quorum

- 6.1)** The quorum at a the Annual General Meeting, Special and Emergency meetings of LASS shall be 5% of the membership eligible to vote at General Meetings; or 20 members eligible to vote at General Meetings, whichever is the greater.
- 6.2)** The quorum at a meeting of the Board of Trustees shall be at least 50% of the total voting Trustees that are currently in office for the meeting to be quorate.

7. 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.

8 Finance

- 8.1)** 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.
- 8.2)** 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.

- 8.3)** The Honorary Treasurer shall keep proper accounts of the finances of the Organisation.
- 8.4)** The accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual General Meeting.
- 8.5)** An audited statement of the accounts for the financial year shall be submitted by the Board of Trustees to the Annual General Meeting.
- 8.6)** One or more bank accounts shall be opened in the name of the organisation with an appropriate bank or banks, as decided by the Board of Trustees. The Board of Trustees shall authorise in writing the Chief Executive and three members of the Board to approve payments on behalf of the organisation. All payments from bank accounts must be authorised by two of the four signatories.

9 Alterations to the Constitution

Any alteration of this constitution 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.

- 9.1)** The trustees will decide if the proposed alterations require a meeting or are suitable for vote by email or post. Provided that the alterations proposed do not require charity commission approval, and that alterations proposed will not have the effect of causing the organisation to cease to be a charity at law, members will be given 14 clear days notification of the changes proposed and the method of voting on the changes which may be by calling a meeting or by post and email.
- 9.2)** Agreement to alter this constitution shall receive the assent of not less than 51% of the full voting membership of the organisation present and voting at a meeting specially called for the purpose. For decisions concerning alteration of the constitution that the Trustees agree is suitable for voting by email or post members will be given 7 days to respond to the information sent and again 51% of the full voting membership will be required.

10 Dissolution

- 10.1)** 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.
- 10.2)** 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.

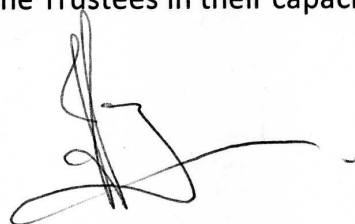
11 Indemnity Insurance

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.

Signed:



Date: 14.07.11,