

Constitution

Adopted on the 2nd day of June 2014

A. Name

The name of the Association is **Lawrence Home Nursing Team** (hereafter referred to as “The Charity”).

B. 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 Trustees constituted by clause F of this constitution (hereafter referred to as “the Trustees”).

C. Objects

The Charity’s Objects (hereafter referred to as “The Objects”) are the relief and support of terminally ill persons and their families by the provision of nursing care in the home of such persons within an area as shall be defined by The Charity from time to time.

D. Application of Income and Property

(1) The income, assets and property of the Charity shall be applied solely towards the promotion of the Objects.

- (a) A Charity Trustee is entitled to be reimbursed from the assets or property of the Charity or may pay out of such assets or property reasonable expenses as are properly incurred by him or her when acting on behalf of the Charity after the approval of such expenses by the other Trustees.
- (b) A Charity Trustee may benefit from any 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.

(2) None of the income assets 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 Trustee of the Charity. This does not prevent a Trustee from receiving:

- (a) A benefit from The Charity in the capacity of a beneficiary of the Objects of the Charity.
- (b) Reasonable and proper remuneration for any goods or services supplied to the Charity.

E. Benefits and Payments to Charity Trustees and Connected Persons

(1) General provisions. No Charity Trustee or connected person 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 (2) of this clause, or has been authorised by the court or the Charity Commission (‘the Commission’). In this clause a ‘financial benefit’ means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting Trustees’ or connected persons’ benefits.

- (a) A Charity Trustee or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Objects of the Charity.

- (b) A Charity Trustee or connected person may not 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 except where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- (c) A Charity Trustee or connected person may receive rent for premises let by the Trustee or connected person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Charity Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (d) A Charity Trustee or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

F. Trustees

- (1) The Trustees shall consist of not less than 6 members and not more than 12 members.
- (2) The Trustees may at any time appoint any person who is willing to act as a Trustee; they may also appoint Trustees to act as officers.
- (3) Each of the Trustees shall retire with effect from the conclusion of the annual general meeting next after his or her election or appointment but shall be eligible for re-election at that same annual general meeting.
- (4) No-one may be elected or re-elected a Trustee or appointed or re-appointed as an officer at any annual general meeting unless, not less than 14 days prior to the meeting, the Charity receives written notice from the person concerned indicating their intention and willingness to stand for election or re-election as a Trustee or re-appointment as an officer.
- (5) The election of a Trustee by the Charity in general meeting, or appointment by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees.

G. Conduct of Trustees

- (1) Trustees shall at all times act in a manner befitting of a person holding a public office and in accordance with the Code of Conduct which forms Appendix A of this Constitution.
- (2) Where the behaviour of any trustee(s) is deemed by a simple majority of the other Trustees to be in breach of clause (1) above then the chairman of the Trustees shall have the power to remove the trustee(s) concerned with immediate effect.

H. Trustees Personal or Financial Interest

- (1) Subject to the provisions of sub clause (2) of this clause no Trustee shall acquire or maintain any interest in any property or asset of the Charity otherwise than as a Trustee for the Charity, or may receive any remuneration, commission or advantage from any contract entered into by the Trustees otherwise than as a Trustee of the Charity.
- (2) Any Trustee who is engaged in a professional occupation may charge, and be paid for, any professional services carried out by him or her or his or her firm when instructed by the Trustees to act in a professional capacity on behalf of the Charity.

- (3) Any Trustee to be potentially engaged under sub clause (2) of this clause shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.
- (4) Prior to any subject being discussed in a Trustees meeting Trustees shall declare a conflict of interest if they have any personal or financial interest in the subject to be discussed, this interest shall be noted in the minutes of the meeting. Any Trustee thus identified may be required to withdraw from the meeting whilst the topic is discussed.

I. Disqualification and Removal of Trustees

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

- (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);
- (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.
- (4) Resigns as a Trustee by notice to the Charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect)
- (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.
- (6) Fails to give the requisite notice as defined in section F (4) above of their intention and willingness to stand for re-election.
- (7) In the opinion of a simple majority of the Trustees in office for the time being, following a vote on the matter, is likely to bring the Charity into disrepute as a result of his or her conduct or actions.

J. Officers

- (1) The Trustees shall appoint a Chairman, a Secretary, and a Treasurer at the Annual General Meeting who shall hold office from the conclusion of that meeting.
- (2) Each of the officers shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-appointment at that same annual general meeting

K. Powers of Trustees

- (1) The Trustees must manage the business of the Charity and have the following powers in order to further the Objects (but not for any other purpose).
 - (a) To raise funds. In doing so, the Trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
 - (b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
 - (c) To sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power the Trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
 - (d) To borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if they intend to mortgage land.
 - (e) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.

- (f) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects.
 - (g) To acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects.
 - (h) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
 - (i) To obtain and pay for such goods and services as are necessary for carrying out the work of the Charity.
 - (j) To open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;
 - (k) To employ such staff (who shall not be Trustees) as shall be necessary for the proper pursuit of the Objects and to make the necessary provision for the payment of all employers legally required National Insurance and Pension contributions
 - (l) To appoint and constitute any such advisory committees or persons as the Trustees may deem appropriate from time to time for the purpose of carrying out any duty which in the opinion of the Trustees may be more effectively or conveniently carried out by such advisory committees or persons. All acts and proceedings of such sub committees or persons shall be fully and promptly reported to all the Trustees.
 - (m) Specific written terms of reference shall be approved by the Trustees for any and all acts and proceedings to be carried out by any sub committee or person
 - (n) To do all such other lawful things as are necessary for the achievement of the Objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
 - (3) 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 as if all were present.

L. Proceedings of Trustees Meetings

- (1) The Trustees shall hold at least two ordinary meetings each year subject to the provisions of this constitution.
- (2) The Chairman or any two Trustees may call a meeting of the Trustees on giving not less than four days notice to the Secretary
- (3) The Secretary must convene a meeting of the Trustees if requested to do so under sub clause 2 of this clause
- (4) The Chairman of the Charity shall act as chairman at meetings of the Trustees. If the Chairman of the Charity is not present at the meeting or unwilling to chair the meeting, or is unable to chair discussion on a particular subject by virtue of having declared a personal interest or a conflict of interest, then those present shall elect a chairman of the meeting or discussion on that topic from among their number before any business is transacted.
- (5) There shall be a quorum when at least half of the Trustees in office for the time being are present.
- (6) All matters arising at a meeting shall be decided by a simple majority of the votes of those present.
- (7) Proxy votes will only be allowed when approved by the chairman and a notice to this effect has been circulated with the notice to convene the meeting
- (8) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

- (9) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to have been made.
- (10) A Trustee shall not be counted in the quorum present when any decision is to be made about a matter upon which that Trustee is not entitled to vote by virtue of having declared either a personal interest or a conflict of interest.
- (11) If the number of Trustees present is less than the number fixed as the Quorum then the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (12) The Secretary of the Charity, or the person acting in the capacity of Secretary at the meeting, shall keep written minutes, in books kept for that purpose, of the proceedings of their meetings including any reports from any sub committees. These minutes shall be circulated to all Trustees within seven days of the date of the meeting to which they relate and, following any amendments, shall be formally approved at the following meeting of Trustees by those trustees who were present at the time and signed by the chairman as a true record of proceedings.

M. Minutes

The Secretary or person appointed to keep minutes must keep written minutes of all:

- (1) Appointments and or elections of officers and Trustees made by the Trustees;
- (2) Proceedings of all meetings of the Charity;
- (3) Meetings of the Trustees and sub committees including:
 - (a) The names of the Trustees present at the meeting;
 - (b) The decisions made at the meetings
 - (c) Where appropriate the reasons for the decisions.

N. Conflicts of Interests and Conflicts of Loyalties

A Charity Trustee must:

- (1) 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
- (2) Absent himself or herself from any discussions of the Charity 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).

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 Charity Trustees on the matter.

O. Receipts and Expenditure

- (1) The funds and assets of the Charity, including all donations, contributions and bequests shall be paid into an account or accounts operated by the Trustees in the name of the Charity at such a bank or financial institution as shall be determined and approved by the Trustees from time to time.
- (2) All cheques, BACS or other electronic payments or transfers shall be signed or approved in accordance with the financial mandate which shall be determined and approved by the Trustees from time to time.
- (3) All funds and assets of the Charity shall be applied only in furthering the Objects of the Charity.

P. Property

- (1) Subject to the provisions of sub clause (2) of this clause the Trustees shall cause the title of:

- (a) All land held by or in trust for the Charity which is not vested in the Official Custodian for Charities
 - (b) All investments held by or on behalf of the Charity to be vested either in a corporation entitled to act as a custodian Trustee or in the Chairman, Treasurer and Accountant who shall be deemed holding Trustees. The Holding Trustees may be removed by a meeting of the other Trustees at their pleasure, and shall act in accordance with the lawful directions of the Trustees. Provided that they act only in accordance with the lawful directions of the Trustees, the Holding Trustees shall not be liable for the acts, omissions or defaults of its members.
- (2) If a corporation entitled to act as a custodian Trustee has not been appointed to hold the property of the Charity, the Trustees may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation, or any stock broking company as a nominee for the Trustees and may pay to such a nominee reasonable and proper remuneration for acting as such when properly approved by a meeting of Trustees

Q. Accounts, Annual Report, Annual Return

- (1) The Trustees shall comply with their obligations under the Charities Act 2011 with regard to:
- (a) The keeping of accounting records for the Charity.
 - (b) The preparation of annual statements of account for the Charity.
 - (c) The auditing or independent examination of the statements of accounts 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.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Charity Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body

R. Registered Particulars

The Trustees shall notify the Charity Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

S. Annual General Meeting

- (1) An Annual General Meeting shall be held in the month of May each year or as soon as is practicable, but not more than fifteen months shall elapse between successive annual general meetings.
- (2) Every Annual General Meeting shall be called by the Trustees.
- (3) The Secretary shall give and publish for the general public the date for the Annual General Meeting, giving at least 21 days notice.
- (4) The Chairman shall present a report of the activities of the Charity during the preceding 12 months.
- (5) The Treasurer shall present a financial report and the accounts of the Charity for the preceding twelve months and shall put these forward for adoption at the meeting.
- (6) All nominations for election or re-election of the Trustees must be in writing and in the hands of the Secretary not less than 14 days before the date of the meeting.

- (7) All nominations for appointment or re-appointment of the Officers must be in writing and in the hands of the Secretary not less than 14 days before the date of the meeting.
- (8) In the event of the number of any nominations exceeding the vacancy concerned, then the result shall be determined by a simple majority ballot of the existing Trustees, either by a show of hands or a paper ballot.

T. Adjournments

- (1) The Trustees present at any meeting may put forward a resolution that the meeting shall be adjourned giving the reasons for the adjournment.
- (2) The person who is chairing the meeting shall decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
- (3) 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.
- (4) If a meeting is adjourned by a resolution of the Trustees for a period of more than seven days, then at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

U. Insurance

- (1) The Trustees shall 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 or landlord).
- (2) The Trustees shall also ensure that suitable and appropriate public liability and employer's liability insurance is maintained.

This amended constitution was approved and adopted on the date shown above by the Trustees of the Charity present at a Trustees meeting held on 2nd June 2014 and whose signatures appear below

This Constitution will be reviewed by the Trustees on an annual basis prior to the Annual General Meeting.

Chairman

Trustees

Appendix A

Code of Conduct for Trustees

A. There are three crucial values which must underpin the work of the Charity

- (1) Accountability – Everything done by the Trustees must be able to stand the test of public scrutiny and public judgements on propriety and professional codes of conduct.
- (2) Probity – There should be an absolute standard of honesty in dealing with the assets of the Charity. Integrity should be the hallmark of all personal conduct and decision making.
- (3) Openness – There should be transparency regarding the Charity’ activities.

B. Personal behaviour

Trustees shall at all times:

- (1) Act ethically and with integrity.
- (2) Act according to all applicable legislative requirements, policies and ethical codes.
- (3) Make decisions fairly, impartially and promptly, considering all available information, legislation, policies and procedures.
- (4) Treat members of the public and colleagues with respect, courtesy, honesty and fairness, and have proper regard for their interests rights, safety and welfare.
- (5) Not harass, bully or discriminate against colleagues, members of the public or employees, either verbally or by written communication of any kind.
- (6) Contribute to harmonious, productive and professional workplace relationships.

C. Behaviour in Meetings

- (1) Participants shall have the right to contribute to and put forward views and to challenge the views or statements made by others.
- (2) Be patient when listening to others speak and do not interrupt them.
- (3) Strive for consensus in decision making; if an impasse is reached, a simple majority vote will be used. Respect that decision, even if it is not your preference.
- (4) Make decisions based on what is best for the Charity not on personal agendas or what is expedient or easy.
- (5) All business shall be conducted through the Chair and not between individuals across the table.
- (6) Derogatory personal comments regarding others present or absent from any meeting, will be challenged.
- (7) If an individual’s behaviour at a meeting breaches any of this Code’s requirements then the Chair shall request that the person moderate their behaviour.
- (8) Should they fail to comply with this request the Chair has the option to:
 - (a) Request the individual leaves the meeting.
 - (b) Suspend the meeting until the offending individual leaves the meeting.
- (9) Should an individual’s conduct warrant further consideration the Trustees have the authority to review this individual’s continuing role as a trustee.
- (10) Such a decision to review the individual’s role will be accepted as final and considered binding.