

# **The Lancashire Occupational Health and Safety Group**

*Registered Charity No. 1032462*



## **CONSTITUTION**

**ISSUE 3  
SEPTEMBER 2013**

# The Lancashire Occupational Health and Safety Group

## CONSTITUTION

<b>Contents</b>		
<b>Clause</b>		<b>Page</b>
1	Name	2
2	Administration	2
3	Objects	2
4	Powers of Executive	3
5	Membership	4
6	Honorary Officers	4
7	Executive Committee	5
8	Determination of membership of Executive Committee	6
9	Executive Committee Members not to be personally interested	7
10	Meetings and proceedings of the Executive Committee	8
11	Receipts and Expenditure	9
12	Property	9
13	Accounts	9
14	Annual Report	10
15	Annual Return	10
16	Annual General Meetings	11
17	Special General Meeting	12
18	Procedure at General Meetings	12
19	Notices	12
20	Alterations to the Constitution	13
21	Dissolution	14
22	Arrangements until first Annual General Meeting	14
23	Signatories to the adoption of the Constitution	15

# **The Lancashire Occupational Health and Safety Group**

## **Constitution**

adopted on the 17th day of September 2013

### **1 Name**

The name of the Association is THE LANCASHIRE OCCUPATIONAL HEALTH AND SAFETY GROUP (“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”)

### **3 Objects**

The Charity’s objects (“the objects”) are: -

- (1) to promote, for the public benefit, the preservation and protection of good health, and of safety in workplaces.
- (2) to advance the education of the Members of the Group and the public in matters relating to health and safety at work, and in particular, but without limitation, to promote or assist in the promotion of education in first aid.

## 4 Powers

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:-

- (1) power to raise funds and to invite and receive contributions not provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
  - *Guidance Note 1 – Clause 4 (1) – Examples of permanent trading under this clause include the running of a shop or mail order business but exclude ad-hoc safety seminars run from time to time for which a charge may be made*
- (2) power to buy, take on lease or in exchange any property necessary for the achievement of the objectives and to maintain and equip it for use
  - *Guidance Note 2 – Clause 4 (2) – Individual items of expenditure not exceeding £100 may be authorised jointly by the Honorary Officers without prior reference to the Executive Committee providing a report of any such expenditure is given to the Committee at the next Executive Committee Meeting following the approval of the expenditure.*
- (3) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- (4) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- (5) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objectives and to make all reasonable and necessary provision for the payment of pensions and superannuations for staff and their dependants;
- (6) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (7) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (8) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (9) power to do all such other lawful things as are necessary for the achievement of the objects.

## **5 Membership**

- (1) Membership of the Charity shall be open to:-
  - (i) individuals (over the age of 18 years) 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 Executive Committee, and
  - (ii) any body corporate or unincorporated association which is interested in furthering the Charities work and has paid any annual subscription (any such body being called in this constitution a “member organisation”)
- (2) Every member shall have one vote.
- (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 an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend.
- (4) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the Secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- (5) The Executive Committee may unanimously and 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 Executive Committee, accompanied by a friend, before a final decision is made.

## **6 Honorary Officers**

At the Annual General Meeting of the Charity the members shall elect from amongst themselves a Chairman, who should be, or has recently been, a Health and Safety practitioner, a Vice Chairman, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.

## **7 Executive Committee**

- (1) The Executive Committee shall consist of not less than ten members and no more than twenty members being:
  - (i) the honorary officers specified in the preceding clause;
  - (ii) not less than four and not more than eight members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
  - (iii) two nominated members appointed as follows:-

**1 – ST JOHN AMBULANCE, LANCASHIRE**

**1 – BRITISH RED CROSS, LANCASHIRE.**

- (2) The Executive Committee may in addition appoint not more than six co-opted members, but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause 10 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.

▪ *Guidance Note 3 – Clause 7 (2) – Members co-opted onto the Executive Committee are full Executive Members of the Committee*

- (3) All the 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 into office but they may be re-elected or re-appointed.
- (4) The proceedings of the Executive Committee shall not be invalidated by any vacancy amongst their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- (6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

## 8 Determination of Membership of Executive Committee

- A member of the Executive Committee shall cease to hold office if he or she:-
- (1) is disqualified from acting as a member of the Executive Committee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

- *Guidance Note 4 – Clause 8(1) – The detailed provisions of Section 72 of the Charities Act 1993 includes for the disqualification of an Executive Member if:-*
  - i) *he has been convicted of any offence involving dishonesty or deception;*
  - ii) *he has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) he has not been discharged;*
  - iii) *he has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;*
  - iv) *he has been removed from the office of charity trustee for a charity under Statutory Provision or by order of the High Court on the grounds of any misconduct or mismanagement in the administration of the charity for which he was responsible or to which he was privy, or which he by his conduct contributed to or facilitated.*

- (2) becomes incapable by reason of mental disorder; illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

## **9 Executive Committee Members not to be personally interested**

- (1) Subject to the provisions of sub-clause (2) of this clause no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee
- (2) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting which his or her own instruction or remuneration, or that of his or her firm, is under discussion.



## 10 Meeting and proceedings of the Executive Committee

- (1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman 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.
- (2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of members of the Executive present for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- (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 chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub committee.

▪ *Guidance Note 5 – 10(5) – Executive Committee Minutes will be signed by the Chairman after approval by the meeting and kept by the Secretary in a file specifically provided for that purpose.*

- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

▪ *Guidance Note 6 – Clause 10(6) – Any rule made for the conduct of business of the Executive Committee must not contravene the requirements of the Constitution Document.*

- (7) 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 inquiry 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 Receipts and Expenditure**

- (1) 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 as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- (2) The funds belonging to the Charity shall be applied only in furthering the objects

## **12 Property**

The Executive Committee shall cause title to:-

- (1) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities ; and
- (2) all investments held by or on behalf of the charity to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as Holding Trustees. Holding Trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the Holding Trustees shall not be liable for the acts and defaults of its members

## **13 Accounts**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modifications of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of accounts for the Charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
  - (4) the transmission of the statements of account of the Charity to the Commissioners.

## **14 Annual Report**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

▪ *Guidance Note 7 – Clause 14 – Clause 14 refers to the requirements for the Executive Committee to prepare and submit an Annual Report of the Groups activities to the Charity Commissioners for each financial year. The report will include details of meetings, seminars and training sessions which have been held during the year. A copy of audited accounts will be attached to the report which will also include any specific additional information that may have been laid down by the Secretary of State.*

## **15 Annual Return**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

▪ *Guidance Note 8 – Clause 15 – Clause 15 covers for the provision of an Annual Return to the Commissioners (in addition to the Annual Report). To date there has been no regulations prescribed by the Commissioners which require this return.*

## **16 Annual General Meeting**

- (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.
- (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 the members of the Charity shall be entitled to attend and vote at the meeting.
- (3) Before any other business is transacted at the first annual general meeting the person present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- (4) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the proceeding year.
- (5) 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 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

*■ Guidance Note 9 – Clause 16(5) – Nomination forms will be provided requiring the name of the nominee, a signature confirming the nominee's willingness to stand for election and the names of the proposer and seconder of the nomination. Should a ballot be required the Chairman, at the AGM, will request volunteers and appoint 2 tellers from the floor to administer the voting. Members at the meeting will be advised before the vote that only one vote per member/organisation will be accepted. Ballot papers will be provided.*

## **17 Special General Meetings**

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members 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.

## **18 Procedure at General Meetings**

- (1) The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.

## **19 Notices**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

## **20 Alterations to the Constitution**

- (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 alterations proposed.
- (2) No amendment may be made to clause 1 (the name of the Charity), clause 3 (the objects clause), clause 9 (Executive Committee members not to be personally interested clause), clause 21 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

## **21 Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity, of which not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-third majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other Charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.

- *Guidance Note 10 – Clause 21 – Assets can be classified to include:-*
  - i) *Finances;*
  - ii) *Equipment i.e. the Handley Shield and the Harry Banks Shield;*
  - iii) *Administrative equipment and stationary*

## **22 Arrangement until first Annual General Meeting**

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

## 23 Signatories

This constitution was adopted at the Annual General Meeting on the 17<sup>th</sup> day of September 2013 by the Trustees of the Charity whose signatures appear below:

Signed:- \_\_\_\_\_ **Chairman**  
**M. Burns**

\_\_\_\_\_ **Vice-Chairman**  
**C. Sigsworth**

\_\_\_\_\_ **Secretary**  
**Mrs C. Wilson**

\_\_\_\_\_ **Holding Trustee**  
**R. Cunningham**

\_\_\_\_\_ **Holding Trustee**  
**F. Miller**

\_\_\_\_\_ **Executive Committee**  
**R. Bell**

\_\_\_\_\_ **Executive Committee**  
**M. Warhurst**

\*Note: the explanatory notes given against the various clauses of this Constitution Document were formulated by a Working Group of the Executive Committee, approved by the Executive Committee and inserted after the approval of Members at the 1995 AGM and following subsequent notification of the changes to the Charity Commission