

Motion of Resolution - M03

As per the Charities Constitution dated the 19th November 2023, each member is able to vote at the Executive Annual General Meeting (AGM) on resolutions to be passed. At this year's AGM held on 3rd November 2024 the following Motion for Resolution has been proposed.

As a voting member, please use your ballot to cast your vote to approve or decline the proposed amendment.

What this means?

Following the guidance and legislation of the Charities Commission and the Trustees Act 2000, we recognise that our Charity Constitution which is the governing document of our charity could be more robust. In 2023 the Constitution was significantly updated. We are looking to update our Constitution to include a section on how Trustees are appointed, the election process and describe the duties and responsibilities of Trustees.

Why is there a need for change?

We recognise that our current Constitution is missing this information which is advised by the Charities Commission. As this is not described within our current Constitution, the default falls to Trustees to decide on the appointment of Trustees, however given our charity is a membership organisation with voting rights of members and has a mechanism to appoint the Executive Committee and Subcommittees by member votes, Trustee positions should follow a similar process.

We hereby give notice to make the following below amendment to the Charitable Constitution of the Catholic Fellowship Disability Network by adding the following sections after 7.1 of the Charitable Constitution (Trust Deed), last updated on 19th November 2023 as an amendment to the Trust Deed adopted on the 12th day of October 1976 as amended in October 1998, 5th October 2003, 10th October 2010, 17th July 2023 and 19th Nov 2023;

7.2 Trustee Appointment and Election Process:

a) Eligibility for Trusteeship:

- o To be eligible for election as a Trustee, a candidate must be a member of the charity and must not be disqualified under sections 178 and 179 of the Charities Act 2011.*
- o Candidates must demonstrate a commitment to the charity's objectives and possess the necessary skills, experience, and integrity required for the role.*

b) Nomination of Trustees:

- o Nominations for the position of Trustee must be submitted in writing to the Executive Secretary or CEO no later than 30 days before the Annual General Meeting (AGM).*
- o Each nomination must be supported by at least two members of the charity and must include a statement from the nominee outlining their qualifications and vision for the charity.*

c) Election Process:

- o Trustees shall be elected by the members of the charity through a ballot before an AGM. Each member present at the AGM or voting by approved absentee*

ballot shall have one vote per Trustee position. Where there are multiple positions, members will have a vote per position.

- *The election shall be decided and ratified by reaching a majority of the casting votes per position. If the number of candidates exceeds the number of available Trustee positions, the candidates receiving the highest number of votes will be elected.*
- *In the event of a tie, members of the Executive Committee shall have the deciding vote in a revote.*
- *Once ratified, the newly elected Trustees shall assume their duties immediately.*
- *Voters will be required to document their name or membership number to verify their valid membership however, votes will be kept confidential.*

d) Midterm Trustee Appointments:

- *In the event of a midterm vacancy, the charity may appoint new Trustees to serve until the next AGM where their formal appointment will be recorded in the Trustees annual Report (TAR). The election process will follow that in section '7.2 c' through the normal ballot process outside of an AGM. Once ratified, the newly elected Trustees shall assume their duties immediately.*
- *Nominations for the position of Trustee in Mid Term appointments must be submitted to the Executive Secretary or CEO. Each nomination must be supported by at least two members of the charity and must include a supporting statement from the nominee outlining their expertise and vision for the charity. Further statements from members can also be submitted to support the application.*

e) Term of Office:

- *Trustees shall serve a term of three years, with the possibility of re-election for a subsequent term, provided they continue to meet the eligibility criteria and are re-elected by the members.*
- *Re-elected Trustees must be supported by at least two members of the charity and must include a supporting statement from the nominee outlining their vision for the charity.*
- *Further terms can be granted by the Executive Committee under exceptional circumstances where it is deemed necessary for the security and best interests of the charity, for example where there are limited trustees, an AGM can not be held, pandemics etc.*

7.3 Duties and Responsibilities of Trustees:

Trustees have a legal duty to comply with four main areas of the legislation and guidance.

These include;

1. *comply with your charity's governing document and the law*
2. *act in the best interests of the charity,*
3. *manage the charities resources responsibly*
4. *act with reasonable care and skill*

In order for Trustees to comply with these areas of legislation and guidance, they must ensure the following; however, further guidance in these areas that must be followed can be found in Sections 5, 6, 7, 8 and 9 of ['The essential trustee: what you need to know, what you need to do'](#).

a) Fiduciary Duties (Acting in the Best Interests):

- *Trustees must act in the best interests of the charity, ensuring that its assets are used exclusively to further the charity's objectives.*
- *They must comply with the legal and regulatory obligations set forth in the Charities Act 2011, Trustees Act 2000 and other relevant legislation or amendments.*
- *With the co-trustees, make balanced and adequately informed decisions, thinking about the long term as well as the short term.*
- *Avoid putting themselves in a position where their duty to the charity conflicts with their personal interests or loyalty to any other person or body*
- *Not receive any benefits from the charity unless it is properly authorised and is in the charity's best interests.*

b) Duty of Care:

- *Trustees must exercise reasonable care, skill, and diligence in carrying out their duties. They should take steps to ensure they are informed about the charity's operations and financial position and seek external advice when necessary.*
- *Trustees must ensure that there is equal representation across the board to provide the necessary expertise of finance, governance, risk, legal, lived experience, fundraising and HR.*
- *Avoid exposing the charity's assets, beneficiaries or reputation to undue risk*
- *Ensure the charity keeps accurate records and has robust financial controls through policies and procedures.*
- *Protect the charity from financial crime such as theft and fraud.*
- *Charity's can only succeed in meeting its aims if it manages its money and other resources properly through setting a budget and keeping track of it. Trustees should ensure that a budget is in place and monitored.*

c) Conflict of Interest:

- *Trustees must avoid any situation where their personal interests could conflict with those of the charity and its activities. Any potential conflicts of interest must be declared and managed in accordance with the charity's conflict of interest policy.*

d) Ensuring Accountability:

- *Be able to demonstrate that the charity is complying with the law, well run and effective.*
- *Ensure appropriate accountability to members and within the charity, particularly where responsibility is delegated for particular tasks or decisions to staff or volunteers.*

Reference:

https://assets.publishing.service.gov.uk/media/66290919b0ace32985a7e6c3/CC3_feb24.pdf

- Ends -

Ballot Vote

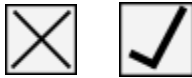
As per the charities constitution, each member is able to vote at the Executive AGM on resolutions to be passed. At this year's AGM held on 3rd November 2024 a motion is proposed to amend the Charitable Constitution regarding the appointment, election, and duties of Trustees (M03).

Please review the proposed amendment attached and cast your vote by filling out this ballot below and returning via post or voting online.

Instructions for Voting:

1. Postal Vote:

- Please mark your response clearly with an "X" or 'tick' in the appropriate box below.



- Place this completed ballot in the enclosed return envelope with a stamp.
- Post it to the return address by Saturday 2nd November 2024.
- A name or membership number must be present on the ballot to confirm current membership.

2. Online Vote:

- You may also cast your vote online by visiting: www.cfdn.org.uk/agm-vote
- Please ensure you **submit your vote by 9am** on 2nd November 2024.

Important Note:

All votes, whether cast by post or online, will be counted, and the results will be ratified at the AGM on the 3rd November 2024. A two-thirds majority of votes cast is required for this amendment to pass. If approved, the amendment will take effect immediately following ratification.

Postal Voting Ballot:

Member Name: _____

Membership Number (if Known): _____

Do you agree with the proposed amendment (M03) to the Catholic Fellowship Disability Network Charitable Constitution (Charity No: 263075) Regarding Trustee responsibilities and appointments?

YES NO

Clearly put a 'tick' or 'x' in one of the boxes above that correspond to your vote.
Return your postal vote in the envelope provided with a stamp.

- End of Ballot -