

# *Charitable Constitution*

## **1. BACKGROUND**

This constitution otherwise referred to as the Trust Deed (here on referred to as “**the Trust Deed**”) was updated on 19<sup>th</sup> November 2023 by the Executive Committee (**the "Committee"**) in accordance with The Catholic Fellowship Disability Network’s (**the "Charity"**) current Deed.

This Trust Deed is an amendment to the Trust Deed adopted on the 12<sup>th</sup> day of October 1976 as amended in October 1998, 5<sup>th</sup> October 2003, 10<sup>th</sup> October 2010, 17<sup>th</sup> July 2023 and 3<sup>rd</sup> Nov 2023.

The Charity is registered with the Charity Commission under charity number: 263075.

## **2. NAME**

The name of the charity is ‘The Catholic Fellowship Disability Network’.

## **3. OBJECTS**

The charity’s objects (“the Objects”) are as follows:

- a) to provide for the spiritual, material and social needs of adults and children living with a disability generally, but particularly in the Diocese of Brentwood whilst promoting their general welfare through voluntary personal service, charitable gifts and the provision of facilities for their general care and benefit.
- b) to ensure that every Catholic adult and child living with a disability receives the full spiritual benefit of its religion.
- c) to monitor and protect the interests of people living with a disability as they may be affected
  - i. by legislation of general application to disabled people; and
  - ii. by the administration of various departments of the Government and local authorities, which may exercise jurisdiction over the lives of people with disabilities.
- d) to provide the families of people living with disabilities the spiritual, material and social support that they need in caring for their disabled family member, including but not limited to providing a service of advice and information so that they may benefit fully from the facilities available.
- e) to enter into arrangements and agreements for the attainment of the above objects with any other body or bodies operating in or outside the Diocese of Brentwood and in particular, to apply for and maintain membership of the Charity and such other body or bodies as from time to time represent the same on a national level.
- f) to support in any practical way other voluntary organisations and local authorities concerned with supplying to the needs of people living with disabilities throughout the world.

# *Charitable Constitution*

- g) to promote the study of the needs of people living with disabilities through holding conferences, meetings, lectures, exhibitions and discussions, and to publish or contribute to the publication of any papers, books, periodicals, reports or other documents dealing with the subject.
- h) to raise funds, invite and receive contributions from any person or persons by way of subscription, donation or otherwise.
- i) to do all such other things as are necessary for the attainment of the above Objects.
- j) to issue a Policy Statement on the Protection of Children and Vulnerable Adults to safeguard them from any type of abuse.

The charity's objectives can be summarised into our charitable mission; Serving people with disabilities and their families of all faiths and non, across Essex and East London.

## **4. APPLICATION OF ASSETS, INCOME AND PROPERTY**

The assets, income and property of the charity shall be applied solely towards the execution, maintenance and promotion of the charity's objectives including operating expenses.

A charity trustee and or volunteer may be reimbursed for reasonable expenses properly incurred by him or her when acting on behalf of the charity.

A charity trustee or connected person may 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 where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.

Subject to sub-clause (a) of this clause a charity trustee or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the charity trustee or connected person.

- a) Sub-clause: The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- b) The supplier is absent from the part of any meeting at which there is a discussion of the proposal to enter into a contract or arrangement with him or her or concerning the supply of goods to the charity.
- c) The supplier does not vote on any such matter or is counted in the quorum of the decision.
- d) The reason for their decision is recorded by the charity in meeting minutes.

# *Charitable Constitution*

- e) The executive committee through a quorum of two-thirds are satisfied that it is in the best interests of the charity and has considered at least 2 other options. In reaching that decision the executive committee must balance the advantage and the disadvantages of doing so.

## **5. ADMISSION TO MEMBERSHIP**

### **5.1 General Admission**

The following individuals shall be admitted to the membership of the charity:

- a) Such persons as signatories of this constitution (Trustees).
- b) Elected officers of the charity.
- c) Individuals who pay an entrance fee and annual subscription.
- d) The Bishop of the Roman Catholic Diocese of Brentwood.
- e) The Priests of the Diocese.
- f) Religious leaders involved in the care and support of those living with disabilities.
- g) Such other persons as may be admitted from time to time through a general meeting.

### **5.2 Honorary Membership**

The charity may confer Honorary Membership upon individuals who have made significant contributions to the organisation and its objectives or remained a long-standing member. Honorary Members shall be exempt from paying membership fees and shall be recognised as such.

Admission to Honorary Membership may be sought through application or nomination by a member, followed by admission by the executive committee. The executive committee shall review all nominations for Honorary Membership and decide based on the merit of the nomination and the fulfilment of the nomination criteria. The decision of the executive committee regarding Honorary Membership shall be final.

The nomination criteria for admission to Honorary Membership may include one or more of the following:

- a) Membership to the charity for 25 years or more.
- b) Exceptional contribution or involvement in the charity and its objectives.
- c) Outstanding contribution, advocacy, and/or care for those living with disabilities.

### **5.3 Rights and Privileges of Members and Honorary Members**

Members and Honorary Members shall enjoy the following rights and privileges, subject to any limitations prescribed by law or the constitution:

- a) Voting rights at the Annual General Meetings (AGM) and designated notifications to vote.

# *Charitable Constitution*

- b) Eligibility to apply and serve as elected officers.
- c) Access to information about the charity's activities, policies, and decisions.
- d) Participation in events, programs, and initiatives organised by the charity.
- e) Such other rights and privileges as determined by the constitution and the executive committee.
- f) Limited to Honorary Members: hold the title of 'Honorary Member' of the charity.

## **6. TERMINATION OF MEMBERSHIP**

Membership is terminated if:

- a) the member dies or, if it is an organisation, ceases to exist;
- b) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;
- c) any sum due from the member to the charity is not paid in full within two months of it falling due unless a committee grant a circumstantial extension;
- d) the member is removed from membership by a resolution of the executive committee that it is in the best interests of the charity that his or her membership is terminated.
- e) A resolution to remove a member from membership may only be passed if:
  - the member has been given the opportunity to meet with 2 members of the executive committee to discuss the resolution and provide any representation to support any disagreement,
  - a letter of resolution decision has been provided to the member within 28 days of the decision,
  - the decision of the executive committee is final.

## **7. OFFICERS AND TRUSTEES**

The charity and its property shall be managed, administered and under the general control of its Trustees comprised of a Board of Trustees as per Part 9, section 177 of the Charities Act 2011 as those who are named on the Charities Commission register.

All trustees remain responsible for the charity's financial management and for implementing and monitoring the charity's internal financial controls (Charities Commission, Section 1.1, Internal financial controls for charities).

The charity's activities shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution through an Executive Committee and/or Sub-Committee. Specific responsibilities and powers can be

# *Charitable Constitution*

delegated to these committees through a Schedule of Delegation which should be read alongside the constitution.

The Executive Officers of the Executive Committee shall be appointed via an Annual General Meeting or through a Resolution where midterm resignation is required.

The charity shall have the following Executive Officers:

- Executive Chair,
- Executive Vice-Chair
- Executive Secretary,
- Executive Treasurer,
- Chief Executive Officer

The Board of Trustees is a committee comprised of the Trustees of the charity, the Chief Executive Officer and any other executive member co-opted onto the board from time to time. The board of trustees shall meet not fewer than 6 times a year.

A trustee must be a member of the charity. No one may be appointed a trustee if he or she would be disqualified from acting under the provisions outlined in the Trustees Act 2011.

The number of trustees shall be not less than three but (unless otherwise determined by a resolution of the charity in a general meeting) shall not be subject to any maximum.

A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

## **7.1 Powers of Trustees**

The trustees must manage the business of the charity and have the following powers 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;

# *Charitable Constitution*

- 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 have overall control and 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 do all such other lawful things as are necessary for the achievement of the objects.
- l) to ensure the charity complies with its legal and regulatory obligations
- m) to employ staff, contractors or specialists to assist trustees in the day-to-day running of the charity in meeting its objectives and ensure compliance with the regulatory duties required by law under the relevant acts including but not limited to the Charities Act 2011, Trustees Act 2011, Health and Safety at Work Act 1974, Data Protection Act 2018, Equality Act 2010 and Human Rights Act 1998.

## **8. EXECUTIVE COMMITTEE**

The general business of the charity shall be delegated to an executive committee consisting of;

- a) the Executive Chair
- b) the Executive Vice-Chair
- c) the Executive Secretary
- d) the Executive Treasurer
- e) the Chief Executive Officer
- f) the Diocesan Chaplain (appointed by the Bishop)
- g) the Executive Welfare Officer
- h) the Executive Membership Officer
- i) Two representative members of each sub-group, one of which should be the Chair (the second member is subject to change from time to time on the availability of sub-group committee members)
- j) Other officers as required from time-to-time can be invited to attend
- k) Any member co-opted by the committee

The executive committee shall meet at such times and places at such intervals as it shall from time-to-time determine and all meetings shall be conducted in accordance with the

# *Charitable Constitution*

standing orders. The quorum for an executive meeting shall be one-third of the total committee.

The charity trustees and its executive committee authorise the function of 'meetings' to take place in person, online, by telephone or on a hybrid basis (i.e. with some people meeting face-to-face and others joining remotely). Any General or Extradentary meeting by the Executive, Trustees or Sub-Committee/Group must follow the same structure of a meeting as defined in the Terms of Reference.

## **8.1 Executive Committee Powers**

The executive committee shall have the following powers concerning the charity;

- a) Power to admit or refuse admission to any person seeking membership of the Fellowship
- b) Power to remove or expel any person from membership of the Fellowship provided that no member may be so removed except by resolution passed by at least two-thirds of the committee members present and voting at a meeting called for the purpose at which the member to be removed shall be given an opportunity on reasonable notice of attending and speaking in his own defence.
- c) Power to carry out on behalf of the Fellowship all acts which the Fellowship is empowered to carry out, except such as by these regulations or any rules made thereunder must be exercised by the Fellowship in general meeting.
- d) The committee may delegate any of the powers to sub-committees consisting of such members of their body as they think fit and any such sub-committees shall conform to any regulations imposed on it by the committee.

## **8.2 Disqualification and Removal of Trustees**

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

- a) is disqualified from acting as a trustee by sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- b) ceases to be a member of the charity;
- c) in the written opinion, of a registered medical practitioner has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- d) 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); or
- e) is absent without the permission of the trustees from all their meetings held within three consecutive months and the trustees resolve that his or her office be vacated.

# *Charitable Constitution*

- f) the trustee has acted in a manner that has brought or is likely to bring the charity into disrepute and/or has breached the duties expected of a trustee. In these circumstances, the Executive Committee have the power to hold a vote of no confidence in the trustee. A resolution of two-thirds of the committee must be found.

## **9. GENERAL MEETINGS**

### **9.1 Annual General Meeting**

The charity Annual General Meeting of which 28-days' notice must be given, shall be held within 6 months of the end of that financial year (31<sup>st</sup> March). It will receive;

1. the Report of the Chair otherwise known as the Trustees Annual Report (TAR)
2. the report of the Chief Executive Officer (where appropriate)
3. the Treasurer Annual Report (TAR) including audited Accounts and Balance Sheet,
4. present the budget and strategic direction of the charity over the next 12 months
5. consider proposals for any change in the rules,
6. fix the annual subscription
7. elect Executive Officers and Committee Members for the ensuing year,
8. any other business.

### **9.2 Extraordinary General Meeting**

The executive committee, on giving 28 days' notice, may call an Extraordinary General Meeting and shall call one if requested in writing by at least 12 members, giving the reason. In both cases, the discussion shall be limited to the specific purpose of the meeting, unless the chairman decides otherwise. Any question decided at such a meeting shall not be reopened until the next Annual General Meeting.

### **9.3 Quorum**

The quorum for any General Meeting shall be 3 members. Each member shall be entitled to vote at a General Meeting and shall be eligible for nomination to any committee. The quorum for any Annual General Meeting shall be 3 members, those elected (unless re-election) and 1 Trustee of the charity.

### **9.4 Election of Officers**

All nominations for office must be proposed and seconded by a member of the Fellowship and placed before a General or Annual General Meeting, except that in the case of an Officer being unable to continue for any reason a successor may be appointed by the Executive Committee for the remainder of the year of office. The consent of a candidate for office must be obtained before nomination.

Where an election takes place, this shall be done by secret vote and decided by a simple majority.



# *Charitable Constitution*

## **9.5 Motions for Debate & Resolutions**

Details of all motions for debate at General Meetings must appear in the Notice for that meeting.

Resolutions of change should be filed with the Charities Commission where changes to the charity's structure, activities or governing document have been amended. Resolutions are passed when a decision meets two-thirds of the committee.

## **9.6 Minutes**

The trustees and elected committees across the charity must keep minutes of all:

- (a) appointments of officers, trustees and decisions to appoint paid members of staff/contractors;
- (b) proceedings at meetings of the charity;
- (c) meetings of the trustees and committees
- (d) the names of the trustees present at the meeting;
- (e) the decisions made at the meetings; and
- (f) where appropriate the reasons for the decisions.

## **9.7 Accounts, Annual Report, Annual Return**

The trustees, elected treasurers and committees must 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 transmission of the statements of account to the Commission;
- (d) the preparation of an Annual Report and its transmission to the Commission;
- (e) the preparation of an Annual Return and its transmission to the Commission.

## **10. OFFICERS DUTIES**

### **10.1 Duties of an Executive Chair**

The Chair shall take the chair at every meeting of the Executive Committee and at General Meetings at which he or she is present, or in his or her absence the Vice-Chair. If neither is present, the members of the charity present shall elect a Chair from amongst themselves. The Vice-Chair carry the same duties where the Chair is not present or on leave.

### **10.2 Duties of an Executive Secretary**

The Executive Secretary shall call all meetings of the Executive Committee and General Meetings, and they shall give not less than 14 days notice of each Executive Committee

# *Charitable Constitution*

meeting and 28 days' notice of every General Meeting, such notice to include details of business to be conducted through an agenda. They shall keep accurate and concise minutes of all meetings demonstrating accurate decision-making.

## **10.3 Duties of an Executive Treasurer**

The Executive Treasurer shall keep accurate and up-to-date accounts. They shall submit to each Executive Committee meeting a statement of income, expenditure and assets held by the charity. They will keep accurate bookkeeping records, support sub-committees in complying with providing accurate records and prepare a Balance Sheet and an Income and Expenditure Account which shall be audited and presented to the Annual General Meeting.

## **10.4. Duties of Other Officers and Committee Members**

The duties of other officers and committee members shall be defined by the committee from time to time.

## **11. EMPLOYMENT OF STAFF, SPECIALIST OR PROFESSIONAL PERSON**

The Executive Committee shall have the authority to appoint and employ a Chief Executive Officer (CEO) or any other staff member necessary for the effective operation of the charity. The CEO shall be responsible for the day-to-day management of the charity and shall report to the Executive Committee.

The Executive Committee may delegate specific duties and responsibilities to the CEO or any other staff member as they deem appropriate and necessary for the fulfilment of the charity's objectives in meeting the needs of its members.

In addition to the CEO, the Executive Committee may appoint and employ specialists, agencies or professional personnel who possess the expertise required to support and enhance the charity's operations and programs.

The Group Committee, which consists of representatives from the charity's various branches or divisions, may propose the appointment and employment of a specialist or professional person. However, the appointment and employment shall only be made with the permission and approval of the Executive Committee.

The terms and conditions of employment, including remuneration, benefits, and responsibilities, shall be determined by the Executive Committee or delegated to a subcommittee or authorized officer.

The specialist or professional person appointed by the Executive Committee or Group Committee shall be accountable to the respective committee and shall work in collaboration

# *Charitable Constitution*

with other staff members and volunteers to ensure the effective implementation of the charity's objectives.

The Executive Committee shall periodically review the performance and contributions of the CEO, staff members, and specialists to ensure their alignment with the charity's mission, goals, and values.

The employment of staff, specialists, agencies or professional personnel shall comply with all applicable employment laws, regulations, and ethical standards.

## **12. ALTERATION OF RULES**

The Charity in General Meeting may by resolution pass by not less than two-thirds of the members present and voting, alter, revoke or add to these rules in whole or in part.

No amendment may be made to clause 2 (Objects), without the prior consent in writing of the Commission as per the Charities Act 2011.

A copy of any resolution amending this constitution shall be sent to the Commission within twenty-one days of it being passed.

## **13. DISSOLUTION OF CHARITY**

The Charity in General Meeting may by resolution passed by not less than two-thirds of the members present and voting, dissolve the Charity. In that event, surplus assets, property and funds shall be applied where members pass a resolution of its application. Any applied assets must align with the charitable objects.

## **14. AUTHORISATION ON CHEQUES AND MONEY TRANSFERS**

Authorisation of cheques, money transfers and limits are defined in the charity's Financial Reserves, Controls, Reporting and Expenses Policy & Procedure. Specific delegations are administered through a Schedule of Delegation for Sub-Group Committees and staff.

## **15. GROUP ORGANISATIONS**

### **15.1 Formation of a Group**

A local Group also referred to as a "Sub-Group" of the charity may be formed where numbers warrant the need for the formation of a group. A Sub-Committee shall be appointed at the Inaugural Meeting and thereafter elected annually. A member of the Executive Committee shall preside at the elections during all Inaugural, General and Annual General Meetings.

### **15.2 Business of the Groups**

# *Charitable Constitution*

The business of the group shall be delegated through a 'Schedule of Delegation' to a Sub-Committee of the Group Chair, Group Vice-Chair, Group Secretary, Group Treasurer, Group Membership Officer, Group Welfare Officer and other Committee Members where possible. The quorum for a meeting of the Sub-Committee shall be three persons present or one-third of the committee, whichever is higher.

## **15. 3 Group Annual General Meetings**

The Group Annual General Meeting of which 21 days' notice must be given, shall be held before 31<sup>st</sup> May in each year. It will receive;

1. the Report of the Group Chair
2. the Report of the Group Treasurer, Annual Accounts, Balance Sheet and Bank Statements.
3. elect Group Officers and Committee Members for the ensuing year,
4. any other business.

A quorum shall be 6 members and 1 Trustee present.

## **16. SUB GROUP OFFICERS DUTIES**

### **16.1 Duties of the Sub-Group Chair**

The Sub-Group Chair shall take the chair at every meeting of the Group committee and General Meetings at which he is present, or in his absence, the Vice Chairman if one exists. If neither is present the members present shall elect a chair from amongst themselves.

The Sub-Group Chair is required to sit on the Executive Committee, however, where unable to attend, will appoint a member in their place. They will share their group activities and report at meetings and ensure the effective communication of information to its Sub-Committee and its members.

### **16.2 Duties of the Sub-Group Secretary**

The Sub-Group Secretary shall call all meetings of the Group committee and General Meetings, and keep accurate and concise minutes. The secretary will ensure that information is shared promptly and accurate records of contact information are held.

### **16.3 Duties of the Sub-Group Treasurer**

The Sub-Group Treasurer shall keep accurate and up-to-date accounts. They shall submit to each committee meeting a statement of income, expenditure and assets held by the Sub-Group and will manage the bank account held by the Sub-Group.

The Sub-Group Treasurer will prepare a Balance Sheet and Income and Expenditure Account up to 31st March each year which shall be presented to the Group Annual General

# Charitable Constitution

Meeting. A copy of the Balance Sheet and Income and Expenditure Account along with the annual Bank Statements will be sent to the Executive Treasurer no later than 1 week before the Group's Annual General Meeting.

## 17. CONDUCT OF MEETINGS

### 17.1 Standing Orders

All committee and general meetings of both the Executive and the Groups shall be conducted under Standing Orders.

## 18. DECLARATION & EXECUTION

I hereby certify, that this Constitution was adopted, as amended, as the new Constitution, in accordance with the provision of Clause 12 of the Constitution, and is delivered and takes effect on 19<sup>th</sup> November 2023 rescinding all previous deeds before this date.

### Signed as a Deed by:

NAME: Teresa McHale  
in the presence of the below witness.

E. Y. McHale  
SIGNATURE OF EXECUTIVE CHAIR

NAME: Margaret Todd  
in the presence of the below witness.

M. Todd  
SIGNATURE OF EXECUTIVE  
SECRETARY

NAME: Daniel Ruscoe  
in the presence of the above signatories.

Daniel Ruscoe  
SIGNATURE WITNESS

- END OF DEED -