



ADVOCACY WEST WALES

CONSTITUTION

Adopted on the 4 February 2010, 19 December 2012, 11 March 2015 and 13 July 2016

1. NAME

The name of the Association is changed from Mental Health Advocacy Providers – MAP to Advocacy West Wales (AWW)

2. ADMINISTRATION

Subject to the matters set out below, AWW 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. OBJECT

AWW’s objects (“the objects”) are:

To relieve the effects of mental health problems disadvantage and disengagement amongst those people living in West Wales , and those areas of Wales commissioning advocacy in partnership with West Wales, through the provision of a comprehensive independent advocacy service.

3. POWERS

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

- (i) Power to raise funds and to invite and receive contributions 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.



- (ii) Power to buy, take on lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use.
- (iii) Power to subject to any consent required by law to sell, lease or dispose of all or any part of the property of the AWW.
- (iv) Power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants.
- (v) 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.
- (vi) Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
- (vii) Power to appoint and constitute such advisory committees as the Executive Committee may think fit.
- (viii) Power to do all such other lawful things as are necessary for the achievement of the objects

4. MEMBERSHIP

Membership of AWW shall be open to:

- (a) individuals (over the age of 18 years) who are interested in furthering the work of AWW and who have paid any annual subscription laid down from time to time by the Executive Committee, and
 - (b) Any body corporate or unincorporated association which is interested in furthering AWW's work has been approved by the management group and has paid any annual subscription (any such body being called in this constitution a "member organisation").
- (i) Every member shall have one vote.
 - (ii) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of AWW, and may appoint an alternate to replace its



appointed representative at any meeting of AWW if the appointed representative is unable to attend.

- (iii) Each member organisation shall notify the name of the representative appointed by it and of any alternative 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.
- (iv) No individual or membership organisation, whose interests' conflict with the objects of AWW or by whose membership the independence of AWW would be prejudiced, will be permitted membership of or voting rights at meetings of AWW.
- (v) The Executive Committee may, on a majority of two thirds at a meeting of the Executive Committee and for good reason, suspend and/then 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.

5. MEMBERSHIP

At the annual general meeting of AWW the members shall elect from amongst themselves a chair, vice-chair and treasurer, who shall hold office from the conclusion of that meeting.

6. EXECUTIVE COMMITTEE

The executive Committee shall consist of not less than 4 members and not more than 15 members being:

- (a) The honorary officers specified in the preceding clause.
 - (b) Not less than 2 and not more than 13 members elected at the annual general meeting who shall hold office from the conclusion of that meeting.
- (i) The Executive Committee may in addition appoint not more than 4 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.

- (ii) All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the day on which they came into office but they may be re-elected or re-appointed.
- (iii) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (iv) Nobody shall be appointed as a member of the Executive Committee who is aged 18 or under or who would if appointed be disqualified under the provision of the following clause.
- (v) 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 interests of AWW.

7. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A member of the executive Committee shall cease to hold office if he or she:

- (i) is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of the provision)
- (ii) becomes incapable of managing and administering his or her own affairs
- (iii) is absent without 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
- (iv) 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.

8. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED:

No member of the Executive Committee shall acquire any interest in property belonging to AWW (otherwise than as a trustee for AWW) or receive remuneration (other than



reasonable out of pocket expenses) or be interested (otherwise than as a member of the Executive committee) in any contract entered into by the Executive Committee except with the prior written consent of the Charity Commission".

9. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (i)** The Executive Committee shall hold at least six 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 not less than 21 days notice must be given.
- (ii)** The Chair shall act as Chair at meetings of the Executive Committee. If the Chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be Chair of the meeting before any other business is transacted, and where the Vice-Chair is present at said meeting that would be the Vice-Chair.
- (iii)** There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- (iv)** 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 Chair of the meeting shall have a second or casting vote.
- (v)** 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.
- (vi)** 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 the constitution.
- (vii)** 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 sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive committee.



10. RECEIPTS AND EXPENDITURE

- (i)** The funds of AWW, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of AWW at such banks 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 and/or authorised members or personnel.
- (ii)** The funds belonging to AWW shall be applied only in furthering the objects.

11. PROPERTY

- (i)** Subject to the provisions of sub-clause (2) of this clause, The executive Committee shall cause title to:
 - (a)** all land held by or in trust for AWW which is not vested in the Official Custodian for Charities, and
 - (b)** all investments held by or on behalf of AWW, 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.
- (ii)** If a corporation is entitled to act as custodian trustee has not been appointed to hold property of AWW, the Executive Committee may permit any investments held by or in trust for AWW to be held in the name of a clearing bank, trust corporation or any stock-broking company which is a member of the international Stock Exchange (or any subsidiary of any such stock-broking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

13. ACCOUNTS

The Executive Committee shall comply with their obligations under the Charities Act, 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- (i)** the keeping of accounting records for AWW



- (ii) The preparation of annual statements of account for the Charity Commission.
- (iii) The auditing or independent examination of the statements of account for the Charity Commission.
- (iv) The transmission of the statements of account of AWW to the Commissioners.

14. ANNUAL REPORT

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioner.

15. ANNUAL GENERAL MEETING

- (i) There shall be an annual general meeting of AWW which shall be held in the month of April in each year or as soon as practicable thereafter.
- (ii) 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 members of AWW. All the members of AWW shall be entitled to attend and vote at the meeting.
- (iii) Before any other business is transacted at the first Annual General meeting the persons present shall appoint a chairman of the meeting. The Chair shall be the Chair 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 chair of the meeting.
- (iv) The Executive committee shall present to each Annual General Meeting the report and accounts of AWW of the preceding year.
- (v) Nominations for election to the Executive Committee must be made by members of AWW 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.

16. SPECIAL GENERAL MEETING

The Executive Committee may call a Special General Meeting of AWW at any time. If at least one third of members request such a meeting in writing stating the business to be



considered the Secretary shall call such a meeting. At least 21 days must be given. The notice must state the business to be discussed.

17. PROCEDURE AT GENERAL MEETINGS

- (i)** The Secretary, if appointed, or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of AWW.
- (ii)** There shall be a quorum when at least one tenth of the numbers of members of AWW for the time being or ten members of AWW, whichever is the greater, are present at any general Meeting.

18. NOTICES

Any notice required to be served on any members of AWW shall be in writing and shall be served by the Secretary of the Executive Committee on any member either personally or by sending 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.

19. ALTERATIONS TO THE CONSTITUTION

- (i)** 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 alteration proposed.
- (ii)** No amendment may be made to clause 1 (the name of AWW clause), clause 2 (the objects clause), clause 9 (Executive Committee members not to be personally interested clause), clause 20 (the dissolution clause), or this clause without the prior consent in writing from the Commissioners.
- (iii)** No amendment may be made which would have the effect of making AWW cease to be a Charity at law.
- (iv)** The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.



20. DISSOLUTION

If the executive Committee decides that it is necessary or advisable to dissolve AWW it shall call a meeting of all members of AWW, 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 thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of AWW. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable purpose. A copy of the statement of accounts, or account and statement for the final accounting period of AWW must be sent to the Commissioners.

This Constitution was adopted on the date mentioned above by the persons whose signature appears at the bottom of this document.

Date: 13/07/16

Signed:

Position: Chair

Signed:

Position: Vice-Chair