

# Voluntary and Community Action

## GOVERNANCE POLICY

### 1. Introduction

This document sets out the rules and procedures for the governance and committee structure of Voluntary and Community Action South Bedfordshire. The key principles of this structure of governance are:

- it should reflect the values, aims, needs, work and priorities of Voluntary and Community Action;
- that it provides the widest possible range of opportunities for member organisations and other partners to be involved in the work of the organisation;
- for duplication of effort to be avoided (i.e. one committee going through or approving all the actions of another);
- for each committee or group to have a stated role and focus for their work with clear terms of reference and delegated powers;
- the structure should be kept simple and manageable.

### 2. Governing Document

The organisation is a charitable company limited by guarantee. The Memorandum and Articles of Association; as approved by the Registrar of Companies on the 9 March 2005 and by the Charity Commission on 6 April 2005, and amended on 5 November 2008; provides the basis for the organisation's governance.

Nothing in this document shall over-ride anything set out in the Memorandum and Articles of Association, which are given in Appendix 1; the Companies Acts 1985, 1989 & 2006; and the Charities Act 1993.

### 3. Eligibility to Act as a Trustee

Prospective Company Directors/Charity Trustees (here after referred to as Trustees) must be aged 16 years or over and a Member of Voluntary and Community Action South Bedfordshire (either through a Member organisation or as an individual Member). They must also be eligible to be appointed or nominated for election in accordance with the Company Directors Disqualification Act 1986 and section 72 of the Charities Act 1993, which disqualifies anyone who:

- has been convicted of an offence involving deception or dishonesty (unless spent);
- is an un-discharged bankrupt
- is disqualified from acting as a company director by a court
- has been disqualified from acting as a charity trustee by a court or The Charity Commissioners.

Individuals and representatives of organisations that provide funding or grant-aid to Voluntary and Community Action are also not eligible to act as a trustee.

Only Members, that have paid their Annual Membership Subscription, may nominate representatives of their own or another Member organisation or an individual Member to act as a trustee.

#### **4. Appointment of Trustees**

In accordance with Article 20 of the Memorandum and Articles of Association the Trustee Board shall determine the optimum number of trustees to be appointed to the Trustee Board. The appointment of Members to the Trustee Board shall take place throughout the year.

Persons wishing to express an interest in being a prospective trustee must complete a nomination form. The person being nominated will need to signify that they are willing to act as a trustee. Nominees will also be invited to submit a personal statement to illustrate, for example, their experience within the voluntary and community sector; the skills, knowledge and experience (from within the sector, business and elsewhere) that they could offer; and their reasons for standing. This will then be made available to the Appointments Committee.

All prospective trustees will meet informally with the Chairperson or Vice Chairperson who will provide information on, and discuss, the work of the organisation, the role and responsibilities of a trustee and the Trustee Board, frequency of meetings and eligibility to become a trustee.

Potential trustees may be invited to attend Trustee Board meetings as observers, where they may participate in discussions, at the discretion of the Chairperson, but not vote on any matters under consideration.

If a potential trustee is found suitable and is willing to undertake the responsibilities involved they may be appointed as a trustee with the approval of the Trustee Board, provided the number of trustees who are individual Members or from non-voluntary and community sector Member organisations does not exceed one quarter of the total number of trustees.

Once appointed to the Trustee Board a Trustee will be asked to complete a Trustee Record form and skills audit. They should also sign a Confidentiality Agreement. They will receive an Induction Pack and have the opportunity to meet with the Executive Director. The *Induction Check List for a New Trustee* is given in Appendix 6.

Trustees will have opportunities to develop their knowledge and skills through Voluntary and Community Action's own training programme, national conferences and other events.

#### **5. Roles, Responsibilities the Conduct of Trustees**

Voluntary and Community Action recognises there is a need for its trustees, collectively, to have the skills, knowledge and experience needed to run the organisation economically and effectively, given its complexity.

To ensure that Officers and appointed Members of the Trustee Board understand their roles and responsibilities, as Company Directors and Charity Trustees, a set of Role Descriptions are given in Appendixes 2-5, as follows:

Chairperson	Appendix 2
Vice Chairperson	Appendix 3
Treasurer	Appendix 4
Company Director/Charity Trustee	Appendix 5

The organisation's chief officer (usually known as the Director but referred to in this Policy as the Executive Director) will act as the Company Secretary. The responsibilities of the Company Secretary shall be included in the chief officer's job description.

All trustees are expected to comply with the organisation's *Code of Conduct* and, additionally, must understand and act accordingly in respect of:

- restrictions under company law, charity law and the governing document on payments (other than the reimbursement of expenses) to trustees or persons close to them (family members or business partners), and ensure the organisation complies strictly with these conditions;
- restrictions under company law, charity law and the governing document on who can serve as a company director, charity trustee or member of Trustee Board, and ensure the organisation complies strictly with these conditions;
- their obligation to disclose the nature and extent of any conflict of interest where the trustee (or other person attending the meeting) or a close family member, business partner or an organisation to which they belong stands to gain or lose financially (including anything with a financial value) from a decision or action of the organisation and to refrain from taking part in the discussions or decisions about the matter;
- their obligation to act at all times in the best interests of the organisation (as a charity) and its current and future beneficiaries, even where this may conflict with the interests of any organisation that nominated them or of which they are members.
- accessing, using and benefiting from the organisation's services, which shall be without due favour and on the same terms and conditions as other Members and users.

## 6. Election of Officers

The Trustee Board is responsible for electing the Officers of the organisation. This shall be undertaken at a meeting of the Trustee Board nearest to 5 November each year, in accordance with the following procedure (which will be facilitated by the Company Secretary):

**Nomination** – Trustees may nominate themselves or another member of the Trustee Board prior to the meeting (to the Company Secretary) or when invited to do so at the meeting. A person nominated by another must signify their willingness to stand for the Officer role to which they have been nominated.

**Hustings** – each person nominated (or their representative) will have up to two minutes to say why they believe they should undertake the Officer role to which they have been nominated.

**Voting** – all Trustees present will be issued with a Ballot Paper listing the names of all those nominated for a particular Officer role. The Ballot Paper will also include an option to Re-Open Nominations (RON). Members will be invited to vote in secret by placing a cross against their preferred candidate or RON.

**Result** – the Ballot Papers will be collected and counted, and the results declared. The election of an Officer shall be determined by a simple majority of the votes cast. Where there is an equal division of votes another vote may take place after a suitable adjournment. In the event of a majority for RON, nominations will re-open and the procedure will re-commence.

## 7. Committee Structure

The Trustee Board acts as the policy making and business management body with a framework of Standing Committees and Working Groups, and Fixed-Term Groups - variously known as Steering Groups, Strategy and Task Groups as appropriate - undertaking detailed work on specific issues and reporting directly to the Board. A structure diagram for the current committees and groups is given in Appendix 7.

## **8. Establishing New Committees and Groups**

The Trustee Board (or Chairperson's action in the event of any unforeseen need) shall agree the establishment of any Standing Committee or Fixed-Term Group. The Board may also approve the setting up of a Committee or Group by an outside body, in association with Voluntary and Community Action, providing its relationship to Voluntary and Community Action is clearly stated in the terms of reference or partnership agreement. A list of such Committees and Groups is included in Appendix 7.

The existence, appointment of a Chairperson, membership and terms of reference for each Committee or Group should be established before its first meeting and will be reviewed and confirmed (or otherwise) annually by the Trustee Board.

The Trustee Board shall confirm (in due course if necessary) the membership of a Committee or Group, in consultation with the appointed Chairperson.

## **9. Membership of Committees and Groups**

The Chairperson of a Committee or Group will be appointed annually by the Trustee Board and shall, where possible, be from a Member organisation. They will also be an ex-officio member of the Trustee Board, if not an appointed member, where they may participate in discussions, at the discretion of the Chairperson, but not vote on any matters under consideration.

Committees and Groups shall normally have a minimum of three members and a maximum of 12 members.

Membership of a Committee or Group should usually include two or more trustees of Voluntary and Community Action and may also include individuals and representatives of organisations that are Members of Voluntary and Community Action.

In order to ensure that membership of a Committee or Group includes people with the relevant knowledge, skills and experience, as well as representation from particular parts of the voluntary and community sector (as appropriate), individuals and representatives of organisations not (currently) Members of Voluntary and Community Action may be co-opted. Individuals and representatives of organisations that provide funding or grant-aid to Voluntary and Community Action shall not normally be eligible to join a Committee or Group, unless the Trustee Board shall decide otherwise.

The number of co-opted members shall be less than the number of those appointed from Member organisations and/or individual Members. The number of individual Members and non voluntary and community sector Member organisations shall not exceed one quarter of the total serving on a Committee or Group.

Co-opted members may vote on decisions made by the Committee or Group. Others may be invited to attend meetings of a Committee or Group but shall not be eligible to vote.

Members are appointed annually by the Trustee Board for a term of one year or for the duration of the Committee or the Group, whichever is the lesser. They may be re-appointed annually for subsequent terms after the Trustee Board has reviewed and confirmed (or otherwise) the Committee's/Group's membership.

The Committee or Group Chairperson may appoint additional members during the year after confirmation by the Trustee Board.

Members unable to attend three consecutive meetings should review their future involvement in the Committee or Group and discuss this with the Chairperson or the Executive Director.

The Executive Director will appoint a member of staff to service and/or provide professional advice to the Committee or Group, as appropriate.

The Chairperson of Voluntary and Community Action shall be an ex-officio member of all Committees and Groups and the Executive Director shall have the right to attend any meeting of a Committee or Group.

## **10. Terms of Reference**

Each Committee or Group shall have a stated role and focus for their work with clear terms of reference and delegated powers agreed by the Trustee Board. These should include a time scale for the completion of the Committee's/Group's remit or state when it will be wound up, if not a standing committee. The terms of reference for each Committee and Group are given in Appendices 8-13:

### *Standing Committees and Working Groups:*

Trustee Board	Appendix 8
Finance and General Purposes sub-Committee	Appendix 9
Policy sub-Committee	Appendix 10
Appointments Committee	Appendix 11
Quality Assurance Working Group	Appendix 12
Job Evaluation Working Group	Appendix 13

## **11. Meetings**

At the Trustee Board meeting held nearest to the 5 November each year, the Board will elect Officers, agree the existence and membership of Committees and Groups, and set dates of meetings for the ensuing year.

Committees and Groups will meet as required, except where otherwise stated in their Terms of Reference.

A member of staff will usually arrange meetings; prepare agendas for meetings in consultation with the Chairperson; and take and circulate minutes or notes of meetings.

The agenda and papers for meetings will usually be circulated at least seven days before a meeting is scheduled to take place. Members who wish to include items on an agenda should contact the Executive Director (in the case of the Trustee Board) or the member of staff appointed to service the Committee or Group, at least ten days prior to the meeting. Items of Any Other Business must be notified to the Chairperson before the start of a meeting and may, at the discretion of the Chairperson, be deferred until the next meeting.

Minutes of meetings will usually be prepared and circulated within five weeks of the date of the meeting to which they refer.

It is assumed that all members of a Committee or Group will be attending its meetings unless they notify the Administrator otherwise. Failure to notify the Administrator may result in Voluntary and Community Action and other Committee/Group members incurring avoidable costs.

The quorum of meetings will be stated in the Committee's/Group's terms of reference.

Every question to be determined at a meeting shall be determined by a simple majority of those present and eligible to vote. Where there is an equal division of votes the Chairperson shall have a second or casting vote.

A Committee or Group may set up short-term Task Groups and/or appoint others to undertake specific task(s) that fall within its remit. The Committee or Group should agree and record the terms of reference for the task.

## **12. Reporting to the Trustee Board**

All Committees shall keep minutes of their meetings and submit these to the Trustee Board. All minutes should be in two parts. Part One containing any recommendation(s) being made to the Trustee Board or another Committee or Group with a note identifying the relevant minute (or a statement that there are no recommendations). Part Two being the minutes of the meeting with all decisions and actions shown in bold type. The reason for the decision will also be clearly stated.

This will enable members to identify quickly that which they need to consider at the Trustee Board meeting. Questions to Part Two of the minutes should be taken as quickly as possible and, if the Trustee Board wishes, could (only) be pre-notified to the Chairperson.

Private minutes (usually concerning confidential matters, such as staff salaries or an individual's terms and conditions of employment) should be set out on a separate page marked *PRIVATE MINUTE - STRICTLY CONFIDENTIAL*, printed on yellow paper and attached to the main set of Minutes. Private minutes may only be circulated to members of, or read out at a meeting of, the Trustee Board or the originating Committee.

All Working Groups shall keep a record of their work and provide a written report to the Trustee Board; covering key issues, progress and other matters; at least quarterly or as and when required. Recommendations for the approval of the Trustee Board should be clearly set out in the report.

Committees and Groups may pass recommendations direct to other Committees or Groups prior to reporting such recommendation to the Trustee Board.

Minutes or reports from Committees and Groups should be circulated with the Trustee Board agenda and tabled only in exceptional circumstances. Key issues for discussion should be clearly and separately identified items on the Trustee Board agenda.

The Trustee Board will establish a cycle of meetings - with dates agreed at the start of each committee year - so that Committees and Groups can feed into committee meetings as planned. Specific areas of work or agenda items should be planned in to provide the committee with real opportunities to debate strategy and policy.

## **15. Access to Information**

The list of Committees and Groups, their membership and the terms of reference will be freely available to anyone on request.

Agendas, papers and minutes of General Meetings will be made available to all Members, others invited to attend and any person requesting such documents.

Written extracts from the minutes of Trustee Board meetings and General Meetings will be made available to Companies House, the Charity Commission, banks, funders and others where minutes confirming decisions made are required for regulatory purposes.

Agendas, papers and minutes of Committees and Groups will only be available to members of those Committees and the Trustee Board. They will also be circulated to all staff members of Voluntary and Community Action for information and action as appropriate (except where they concern private minutes and confidential matters).

The Executive Director may, at their discretion, authorise the availability of documents (or extracts) to others if requested to do so. A charge may be made for the provision of such documents.

#### **14. Travel Expenses**

Members of all Committees and Groups are entitled to receive travel expenses for attendance at meetings. Members should submit expense claims as soon as possible after the meeting or at least quarterly using an Expense Claim Form.

#### **15. General Meetings**

There is no requirement to hold an Annual General Meeting. General Meetings may be held at any time throughout the year. At least 14 days notice (or 21 days notice for a General Meeting called for the passing of a special resolution) will be given to Members who are entitled to attend and vote. Non-members and others interested in the work of the voluntary and community sector (including local Councillors) will also be invited to attend but shall not be eligible to vote (except in the case of local Councillors where they represent a Member organisation).

General Meetings can be used to debate and pass resolutions. Members wishing to submit resolutions for consideration at a General Meeting will require the support of two other member organisations.

#### **16. Networks and Forums**

Forums and networks may be established by Voluntary and Community Action. These shall not form part of the organisation's governance structures and are quite different, in that they may:

- have a larger body of people;
- have a purpose that is more likely to provide for people meeting informally to share practice and experience;
- have a membership largely self determined and likely to include organisations not in membership of Voluntary and Community Action;
- be serviced by Voluntary and Community Action, another agency or by its members;
- have no formal responsibility to, or authority to act on behalf of, the Trustee Board or Voluntary and Community Action.

#### **17. Monitoring and Review**

The effectiveness of this policy, and its procedures, will be monitored and amended as and when necessary. The Executive Director may make minor changes to office procedures. Significant changes will require the approval of the Trustee Board. The policy will also be reviewed every three years as part of a continuing review of organisational policies.



COMPANY LIMITED BY GUARANTEE

**Memorandum of Association of  
Voluntary and Community Action South Bedfordshire**

1. The company's name is Voluntary and Community Action South Bedfordshire (and in this document it is called the Charity).
2. The Charity's registered office is to be situated in England.
3. The Charity's objects (the Objects) are:
  - (1) to promote any charitable purposes beneficial to the community; including the advancement of education, the promotion of health and the relief of poverty, distress and sickness;
  - (2) to develop the capacity and skills of socially and economically disadvantaged communities of in such a way that they are better able to identify, and help meet, their needs and to participate more fully in society;
  - (3) to challenge all forms of oppression and inequality in carrying out these charitable purposes and to give priority to working with people whose full participation in society is limited by economic, political and social disadvantage;
  - (4) to promote and organise co-operation in the achievement of the above purposes and to that end to bring together in council representatives of voluntary organisations, community groups, statutory authorities and others interested in voluntary and community action;

and the organisation shall fulfil these objects within Bedfordshire and the surrounding area (hereinafter called "the area of benefit").

- 4.1. In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
  - (a) to raise funds and to invite and receive contributions. In doing so, the Charity must not undertake any substantial 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 or 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 Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
  - (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 Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes 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 to 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 employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions of that clause;
- (j) to deposit or invest funds, employ a professional fund-manager; and arrange for the investments or other property of the Charity to be held in the name of a nominee 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 provide indemnity insurance for the Directors or any other officer of the Charity in relation to such liability as is mentioned in sub-clause 4.2, but subject to the restrictions specified in sub-clause 4.3;
- (l) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;
- (m) to do all such other lawful things as are necessary for the achievement of the Objects.

4.2. The liabilities referred to in sub-clause 4.1(k) are:

- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
- (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

4.3. The following liabilities are excluded from sub-clause 4.2(a):

- (a) fines;
- (b) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
- (c) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.

- 4.4. There is excluded from sub-clause 4.2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
- 5.1. The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 5.2. A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- 5.3. Subject to the restrictions in sub-clauses 4.2 and 4.3, a Director may benefit from trustee insurance cover purchased at the Charity's expense.
- 5.4. None of the income 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 member of the Charity. This does not prevent a member who is not also a Director receiving:
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
  - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.
- 5.5. No Director may:
- (a) buy any goods or services from the Charity;
  - (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:
    - (i) the payment is permitted by sub-clause 5.6 and the Directors follow the procedure and observe the conditions set out in sub-clause 5.7; or
    - (ii) the Directors obtain prior written approval of the Commission and fully comply with any procedures it prescribes.
- 5.6. A Director may:
- (a) receive a benefit from the Charity in the capacity of a beneficiary of the Charity;
  - (b) be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director;
  - (c) receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors;
  - (d) receive, on behalf of a company of which he or she is a member, fees, remuneration or other benefit in money or money's worth provided that the

shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company;

- (e) receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.

5.7. The Charity and its Directors may only rely upon the authority provided by sub-clause 5.6 if each of the following conditions is satisfied:

- (a) the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all circumstances;
- (b) the Director is absent from the part of any meeting at which there is a discussion of:
- his or her employment or remuneration, or any matter concerning the contract; or
  - his or her performance in the employment, or his or her performance of the contract; or
  - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 5.6; or
  - any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 5.6;
- (c) the Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting;
- (d) the other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest);
- (e) the reason for their decision is recorded by the Directors in the minute book;
- (f) a majority of the Directors then in office have received no such payments.

5.8. The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:

- a partner;
- an employee;
- a consultant;
- a director; or
- a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

5.9. In sub-clauses 5.2 – 5.8:

- (a) "Charity" shall include any company in which the Charity:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the Board of the company;

(b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

6. The liability of the members is limited.

7. Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

8.1. The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

8.2. Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

8.3. In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

[The persons whose signatures, names and addresses are written at the end of the Memorandum will be the first members of the Company.]

Signatures, Names and Addresses of Subscribers:

  
\_\_\_\_\_


Percy Francis Allen  
28 Tring Road  
Dunstable  
Bedfordshire  
LU6 2PT

  
\_\_\_\_\_

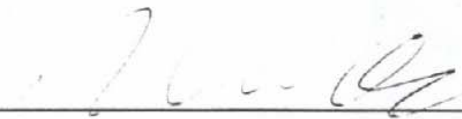
Elizabeth Rosina Bagshaw  
4 Woodland Avenue  
Leighton Buzzard  
Bedfordshire  
LU7 3JW

  
\_\_\_\_\_

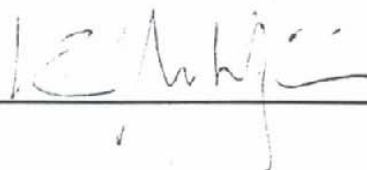
Jill Pick  
Badgers Beat  
Plantation Road  
Leighton Buzzard  
Bedfordshire  
LU7 3JE

  
\_\_\_\_\_

Ruby Eileen Partridge  
250 Common Road  
Kensworth  
Dunstable  
Bedfordshire  
LU6 2PN

  
\_\_\_\_\_

Brian Marshall Craddock  
7 Cartmel Drive  
Dunstable  
Bedfordshire  
LU6 3PT

  
\_\_\_\_\_

Karin Laljani  
23 Moorlands Road  
Wing  
Leighton Buzzard  
Bedfordshire  
LU7 0RD

R H Ball

Raymond Harold Ball  
13 Lime Grove  
Linslade  
Leighton Buzzard  
Bedfordshire  
LU7 2SU

A.E.E. Kelly

Alison Emily Edith Kelly  
6 Cheviot Close  
Leighton Buzzard  
Bedfordshire  
LU7 2UL

Witness to the above Signatures:

Name: John Gelder

Address: Voluntary and Community Action  
Bossard House  
West Street  
Leighton Buzzard  
Bedfordshire  
LU7 1DA

Occupation: Voluntary and Community Sector Manager

Signed: J Gelder

Dated: 23/2/2005





## **Articles of Association of Voluntary and Community Action South Bedfordshire**

### **Interpretation**

1.1. In these articles:

“the 1985 Act” means the Companies Act 1985;

“the 2006 Act” means the Companies Act 2006;

“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

“the Charity” means the company intended to be regulated by these articles;

“clear days” in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

“the Commission” means the Charity Commissioners for England and Wales;

“the memorandum” means the memorandum of association of the Charity;

“officers” includes the Directors and the secretary;

“the seal” means the common seal of the Charity if it has one;

“secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“the Directors” means the directors of the Charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993;

“the United Kingdom” means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

1.2. Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

1.3. Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

## **Members**

- 2.1. The subscribers to the memorandum are the first members of the Charity.
- 2.2. Membership is open to other individuals or organisations who:
  - (a) apply to the Charity in the form required by the Directors; and
  - (b) are approved under arrangements made by the Directors.
- 2.3. In considering an application for membership the Directors:
  - (a) may only refuse such an application if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application;
  - (b) must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision;
  - (c) must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- 2.4. The number of Individual and non-voluntary and community sector organisations in membership of the Charity shall not exceed one quarter of the total number of members.
- 2.5. Membership is not transferable to anyone else.
- 2.6. The Directors must keep a register of names and addresses of the members.

## **Classes of Membership**

- 3.1. The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 3.2. The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 3.3. The rights attached to a class of membership may only be varied if:
  - (a) three-quarters of the members of that class consent in writing to the variation; or
  - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 3.4. The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

## **Termination of Membership**

4. 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 six months of it falling due;
- (d) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (i) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reason why it is to be proposed;
  - (ii) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

## **General Meetings**

5. The Directors may call a general meeting at any time.

### **Notice of General Meetings**

- 6.1 The minimum period of notice required to hold a general meeting of the Charity are:
- twenty-one clear days for a general meeting called for the passing of a special resolution;
  - fourteen clear days for all other general meetings.
- 6.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.
- 6.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. The Notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 13 of these articles.
- 6.4 The notice must be given to all the members and to the Directors and auditors.
- 6.5 The Directors may, at their discretion, invite others to attend general meetings provided those invited to attend do not have the power to vote.
7. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

### **Proceedings at General Meetings**

- 8.1 No business shall be transacted at any general meeting unless a quorum is present.
- 8.2. The members present in person at the meeting (or any part of a meeting where a resolution is put) or by proxy and entitled to vote shall constitute the quorum for that meeting.

- 9.1. General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- 9.2. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- 9.3. If there is only one Director present and willing to act, he or she shall chair the meeting.
- 9.4. If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person and entitled to vote must choose one of their number to chair the meeting.
- 10.1. The members present in person or by proxy and entitled to vote at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 10.2. The person who is chairing the meeting must decide the date, time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- 10.3. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 10.4. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 11.1. Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by:
  - (a) the person chairing the meeting; or
  - (b) at least two members present in person or by proxy and entitled to vote at the meeting; or
  - (c) a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- 11.2. The result of a vote:
  - (a) declared by the person who is chairing the meeting shall be conclusive unless a poll is demanded;
  - (b) must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 11.3. Where a poll is demanded:
  - (a) a demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting;
  - (b) if the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made;
  - (c) a poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll;

- (d) the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded;
- (e) a poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately;
- (f) a poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs;
- (g) the poll must be taken within thirty days after it has been demanded;
- (h) if the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken;
- (i) if a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

12. If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

**Proxies: Appointment and Voting**

13.1 Any member is entitled to appoint another person as a proxy to exercise all or any of the member's rights to attend and to speak and vote at a general meeting of the charity.

13.2 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form that is usual or which the Directors may approve) –

*"I/We [insert name] ....., Of [insert organisation name] ....., being a member of Voluntary and Community Action South Bedfordshire, hereby appoint [insert name of proxy] ....., \* or failing him/her, the Chairperson of the meeting\* as my/our proxy to vote in my/our name and on my/our behalf at the general meeting of the charity to be held on ..... and at any adjournment thereof.*

*Signed ..... on this ..... day of ..... 20....".*

13.3 Where it is desired to afford members an opportunity of instructing the proxy how to act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form that is usual or which the Directors may approve) –

*"I/We [insert name] ....., Of [insert organisation name] ....., being a member of Voluntary and Community Action South Bedfordshire, hereby appoint [insert name of proxy] ....., \* or failing him/her, the Chairperson of the meeting\* as my/our proxy to vote in my/our name and on my/our behalf at the general meeting of the charity to be held on ..... and at any adjournment thereof.*

*In respect of the resolutions mentioned below I/we wish to record my/our vote as follows:*

*Resolution No 1 for\* against\**  
*Resolution No 2 for\* against\*.*

*\* Strike out whichever is not desired.*

*Unless otherwise instructed, the proxy may vote as they think fit or abstain from voting.*

*Signed ..... on this ..... day of ..... 20....”.*

- 13.4 The appointment of a proxy and any authority under which it is executed (or a copy of such authority certified by a notary or in some other way approved by the Directors) may be lodged with the charity as follows:
- (a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of an appointment contained in an electronic communication, where the address has been specified for the purpose of receiving electronic communications –
    - (i) in the notice convening the meeting, or
    - (ii) in any instrument of proxy sent by the charity in relation to the meeting, or
    - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the charity in relation to the meeting,it must be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
  - (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the person chairing the meeting or to the Secretary or to any Director.
- 13.5 An appointment of proxy that is not deposited, delivered or received in a manner described in paragraphs 13.4 shall be invalid.
- 13.6 A vote given or a poll demanded by proxy or by the duly authorised representative of a member that is an organisation shall be valid even if the authority of the person voting or demanding a poll has been determined unless notice of the determination was received by the charity at:
- (a) its registered office; or
  - (b) at such other place at which the instrument of proxy was duly deposited; or
  - (c) (where the appointment of the proxy was contained in an electronic communication) at the address at which such appointment was duly received
- before commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## **Written Resolutions**

- 14.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that
- (a) a copy of the proposed resolution has been sent to every eligible member; and

- (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified their agreement to the resolution in an authenticated document or documents that that are received at the registered office within 28 days beginning with the circulation date.
- 14.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement. In the case of a member that is an organisation, its authorised representative may signify agreement.

### **Votes of Members**

- 15.1. Subject to Articles 3 and 13 and the next paragraph, every member, whether an individual or an organisation, shall have one vote.
- 15.2. No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.
16. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 17.1. Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- 17.2. The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- 17.3. Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

### **Directors**

18. A Director must be a natural person aged 16 years or older and a member of the Charity.
19. No one may be appointed a Director if he or she:
- (a) is from an organisation that funds or grant-aids the Charity;
  - (b) would be disqualified from acting under the provisions of Article 31.
20. The number of Directors:
- (a) shall not be less than three and no more than 15 (unless otherwise determined by resolution of the Directors);
  - (b) from Individual and non-voluntary and community sector organisation members shall not exceed one quarter of the total number of Directors.
21. The first Directors shall be those persons notified to Companies House as the first Directors of the Charity.
22. A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

## **Powers of Directors**

- 23.1. The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the 1985 Act or the 2006 Act, the memorandum, these articles or any special resolution.
- 23.2. No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 23.3. Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

## **Retirement**

24. One-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office each year (on a date to be determined by the Directors). If there is only one Director he or she must retire.
25. The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
26. This Article not in use.

## **The Appointment of Directors**

27. The Charity may establish an Appointments Committee of three Directors (or other such number as may be determined by the Directors) for the purposes of:
  - (a) determining arrangements for the appointment of a Director(s);
  - (b) recommending the appointment of a person who is willing to act as a Director; and
  - (c) determining the rotation in which Directors are to retire.
28. No person may be appointed a Director unless:
  - (a) the Charity is given a notice that:
    - (i) is signed by a member;
    - (ii) states the member's intention to propose the appointment of a person as a Director;
    - (iii) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House;
    - (iv) is signed by the person who is to be proposed to show his or her willingness to be appointed; and
  - (b) he or she is recommended for appointment by the Directors; or

- (c) in the case of a Director retiring by rotation he or she is recommended for re-appointment by the Directors.
29. The Directors may appoint a person who is willing to act as a Director.
30. The appointment of a Director must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

### **Disqualification and Removal of Directors**

32. A Director shall cease to hold office if he or she:
- (a) ceases to be a Director by virtue of any provision in the 1985 Act or is prohibited by law from being a director;
  - (b) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (c) ceases to be a member of the Charity;
  - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (e) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
  - (f) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

### **Directors' Remuneration**

33. The Directors must not be paid any remuneration unless it is authorised by clause 5 of the memorandum.

### **Proceedings of Directors**

34. The Directors may regulate their proceedings as they think fit, subject to the provision of the articles.
- 35.1. Any Director may call a meeting of the Directors.
- 35.2. The secretary must call a meeting of the Directors if requested to do so by a Director.
- 36.1. Questions arising at a meeting shall be decided by a majority of votes.
- 36.2. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 37.1. No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.

- 37.2 The quorum shall be two or the number nearest to one third of the total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors.
- 37.3 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
38. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 39.1. The Directors shall appoint a Director to act as Chairperson of the Charity who will normally chair their meetings. The Directors may at any time revoke such appointment.
- 39.2. The person appointed as Chairperson shall have their functions and powers conferred or delegated to him or her by the Directors.
- 40.1. The Directors shall appoint a Director to act as Treasurer of the Charity and may at any time revoke such appointment.
- 40.2. The person appointed as Treasurer shall have their functions and powers conferred or delegated to him or her by the Directors.
- 41.1. The Directors may appoint a Director to act in a particular capacity and may at any time revoke such appointment.
- 41.2. A person appointed in a particular capacity shall have their functions and powers conferred or delegated to him or her by the Directors.
- 42.1. If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- 42.2. The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.
- 43.1 A resolution in writing signed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
  - (b) a simple majority of all Directors has signified their agreement to the resolution in an authenticated document or documents that are received at the registered office within 28 days beginning with the circulation date.
- 43.2. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

## **Delegation**

- 44.1. The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.
- 44.2. The Directors may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.
- 44.3. The Directors may revoke or alter a delegation.
- 44.4. All acts and proceedings of any committees must be fully and promptly reported to the Directors.
- 45.1 A Director must declare the nature and extent of any interest, direct or indirect, that he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity that has not previously been declared.
- 45.2. A Director must absent himself or herself from any discussions of the Directors 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).
- 46.1. Subject to paragraph 46.2, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director who:
- (a) was disqualified from holding office;
  - (b) had previously retired or who had been obliged by the constitution to vacate office;
  - (c) was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without the vote of that Director; and that Director being counted in the quorum; the decision has been made by a majority of the Directors at a quorate meeting.
- 46.2. Paragraph 46.1 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for paragraph 46.1, the resolution would have been void, or if the Director has not complied with article 45.

## **Seal**

47. If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

## **Minutes**

48. The Directors must keep minutes of all:

- (a) appointments of officers made by the Directors;
- (b) proceedings at meetings of the Charity;
- (c) meetings of the Directors and committees of Directors including:
  - the names of the Directors present at the meeting;
  - the decisions made at the meetings; and
  - where appropriate the reasons for the decisions.

## **Accounts**

- 49.1. The Directors must prepare for each financial year accounts as required by the 2006 Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 49.2. The Directors must keep accounting records as required by the 2006 Act.

## **Annual Report and Return and Register of Charities**

- 50.1. The Directors must comply with the requirements of the Charities Act 1993 with regard to:
- (a) the transmission of the statements of account to the Charity;
  - (b) the preparation of an annual report and its transmission to the Commission;
  - (c) the preparation of an annual return and its transmission to the Commission.
- 50.2. The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

## **Notices**

51. Any notice to be given to or by any person pursuant to the articles:
- (a) must be in writing; or
  - (b) must be given using electronic communications.
- 52.1. The Charity may give any notice to a member either:
- (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
- 52.2. A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

53. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 54.1. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 54.2. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- 54.3. A notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic communication, 48 hours after it was sent.

### **Indemnity**

55. The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

### **Rules**

- 56.1. The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- 56.2. The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times for any particular purpose or purposes;
  - (d) the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the 1985 Act or by these Articles;
  - (e) generally, all such matters as are commonly the subject matter of company rules.
- 56.3. The Charity in general meeting has the power to alter, add to or repeal the rules or bye laws.

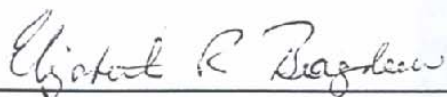
- 56.4. The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Charity.
- 56.5. The rules or bye laws, shall be binding on all members of the Charity. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

Signatures, Names and Addresses of Subscribers:



---

Percy Francis Allen  
28 Tring Road  
Dunstable  
Bedfordshire  
LU6 2PT



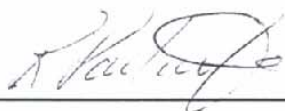
---

Elizabeth Rosina Bagshaw  
4 Woodland Avenue  
Leighton Buzzard  
Bedfordshire  
LU7 3JW



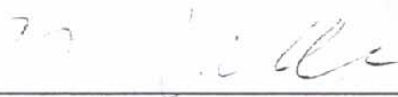
---

Jill Pick  
Badgers Beat  
Plantation Road  
Leighton Buzzard  
Bedfordshire  
LU7 3JE



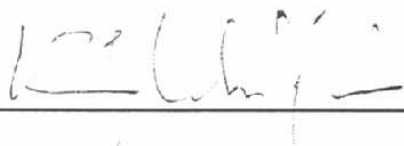
---

Ruby Eileen Partridge  
250 Common Road  
Kensworth  
Dunstable  
Bedfordshire  
LU6 2PN



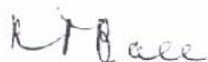
---

Brian Marshall Craddock  
7 Cartmel Drive  
Dunstable  
Bedfordshire  
LU6 3PT



---

Karin Laljani  
23 Moorlands Road  
Wing  
Leighton Buzzard  
Bedfordshire  
LU7 0RD



---

Raymond Harold Ball  
13 Lime Grove  
Linslade  
Leighton Buzzard  
Bedfordshire  
LU7 2SU

A.E.E. Kelly

Alison Emily Edith Kelly  
6 Cheviot Close  
Leighton Buzzard  
Bedfordshire  
LU7 2UL

Witness to the above Signatures:

Name: John Gelder

Address: Voluntary and Community Action  
Bossard House  
West Street  
Leighton Buzzard  
Bedfordshire  
LU7 1DA

Occupation: Voluntary and Community Sector Manager

Signed: John Gelder

Dated: 23/2/2005

Amended: 5 November 2008

## Voluntary and Community Action

### TRUSTEE ROLE DESCRIPTION

**Role:** Chairperson

**Responsible to:** Trustee Board

#### **Organisation Purpose:**

To develop, enable, promote and support voluntary and community action throughout South Bedfordshire.

#### **Role Purpose:**

To provide leadership and direction to the Trustee Board, enabling Trustees to fulfil their responsibilities for the overall governance and strategic direction of the organisation. Developing the organisation's aims, objectives and goals in line with good practice and in accordance with the governing document, legal and regulatory requirements.

To work in partnership with the Executive Director to ensure that trustee decisions are acted upon and that the organisation is managed in an effective manner.

#### **Main Responsibilities:**

- Leading the development of strategic plans for the organisation.
- Maintaining an overview of key issues affecting the organisation and ensuring these are discussed with the Executive Director and brought to the attention of the trustees, as appropriate.
- Providing support and leadership to, and appraising the work of, the Executive Director and ensuring that the organisation is run in accordance with the decisions of the trustees and the governing document.
- Liaising with the Executive Director to draft agendas and plan for trustee meetings.
- Chairing the Trustee Board in accordance with its terms of reference and the *Governance Policy*, ensuring that the business is covered efficiently and effectively.
- Supporting and motivating the work of other trustees.
- Meeting with prospective trustees to inform them of the work of the Trustee Board and the responsibilities of being a trustee.
- Chairing General Meetings of members.
- Acting as spokesperson and representing the organisation at appropriate events.
- Dealing with serious grievances, disciplinary matters and complaints in accordance with the relevant policies.
- Authorising changes to the Executive Director's terms and conditions of employment, the Annual Report and Accounts, the Charity Commission Annual Return, correspondence and other documents requiring the Chairperson's signature.

- Authorising expenditure and signing cheques in accordance with the *Financial Controls Policy* and the *Authority List*.
- Undertaking other tasks and responsibilities appropriate to the role.

*The post holder must also act in accordance with the role and responsibilities of a Company Director/Charity Trustee, set out in a separate role description.*

*The roles of Chairperson and Vice Chairperson may be combined into the dual role of Co-Chairperson, with the responsibilities shared out by arrangement between the two office holders.*

## Voluntary and Community Action

### TRUSTEE ROLE DESCRIPTION

**Role:** Vice Chairperson

**Responsible to:** Trustee Board

#### **Organisation Purpose:**

To develop, enable, promote and support voluntary and community action throughout South Bedfordshire.

#### **Role Purpose:**

To support the Chairperson in providing leadership and direction to the Trustee Board, enabling Trustees to fulfil their responsibilities for the overall governance and strategic direction of the organisation and in developing the organisation's aims, objectives and goals in line with good practice and in accordance with the governing document, legal and regulatory requirements.

#### **Main Responsibilities:**

- Supporting the Chairperson in the development of strategic plans for the organisation.
- Maintaining an overview of key issues affecting the organisation and ensuring these are discussed with the Chairperson, Executive Director and brought to the attention of the trustees, as appropriate.
- Chairing the Trustee Board in the absence of the Chairperson and in accordance with its terms of reference and the *Governance Policy*, ensuring that the business is covered efficiently and effectively.
- Supporting and motivating the work of other trustees.
- Meeting with prospective trustees to inform them of the work of the Trustee Board and the responsibilities of being a trustee.
- Chairing General Meetings of members, in the absence of the Chairperson.
- Acting as spokesperson and representing the organisation at appropriate events.
- Deputising for, and undertaking the responsibilities of, the Chairperson in their absence and other tasks and responsibilities appropriate to the role.

*The post holder must also act in accordance with the role and responsibilities of a Company Director/Charity Trustee, set out in a separate role description.*

*The roles of Chairperson and Vice Chairperson may be combined into the dual role of Co-Chairperson, with the responsibilities shared out by arrangement between the two office holders.*



## Voluntary and Community Action

### TRUSTEE ROLE DESCRIPTION

**Role:** Treasurer

**Responsible to:** Trustee Board

#### **Organisation Purpose:**

To develop, enable, promote and support voluntary and community action throughout South Bedfordshire.

#### **Role Purpose:**

To oversee the financial aspects of the organisation and assist the Trustee Board in ensuring that it fulfils its duties and responsibilities for the proper financial governance of the organisation, in line with good practice and in accordance with the governing document, legal and regulatory requirements.

#### **Main Responsibilities:**

- Advising the Trustee Board on its financial duties and responsibilities, including the financial implications of the organisation's strategic plan.
- Advising the Trustee Board and the Executive Director on the development and implementation of financial, reserves and investment policies.
- Advising the Trustee Board and the Executive Director on issues and options relating to such matters as banking, borrowing powers, investments and tax.
- Monitoring and advising on the financial viability of, and any financial risks facing, the organisation.
- Overseeing and presenting budgets, accounts and financial statements to the Trustee Board.
- Ensuring that proper accounts and records are kept, ensuring financial resources are spent and invested in line with good governance, legal and regulatory requirements.
- Ensuring that the organisation has adequate financial controls and systems, that these are in place and adhered to, and for monitoring and reviewing these.
- Attending meetings of the Finance and General Purposes sub-Committee.
- Preparing, in conjunction with the Director, the Annual Accounts, ensuring they are compliant the Companies Acts 1985, 1989 & 2006 and relevant Companies House guidance; with the Charities Act 1993 and relevant Charity Commission guidance (including SORP); and with funders' requirements.
- Ensuring, in conjunction with the Director and the Finance and Premises Manager, that the Annual Accounts are independently audited and that any problems or reservations arising from the audit are discussed and resolved with the Auditor.
- Liaising, as appropriate, with the Executive Director, Finance and Premises Manager and the Administrator on the financial activities of the organisation.

- Authorising the Annual Report and Accounts, bank mandates, correspondence and other documents requiring the Treasurer's signature.
- Authorising expenditure and signing cheques in accordance with the *Financial Controls Policy* and the *Authority List*.
- Undertaking other tasks and responsibilities appropriate to the role.

*The post holder must also act in accordance with the role and responsibilities of a Company Director/Charity Trustee, set out in a separate role description.*

## Voluntary and Community Action

### TRUSTEE ROLE DESCRIPTION

**Role:** Company Director/Charity Trustee

**Responsible to:** Chairperson and Members through the Annual General Meeting

#### Organisation Purpose:

To develop, enable, promote and support voluntary and community action throughout South Bedfordshire.

#### Role Purpose:

Acting individually and collectively with other trustees, to be responsible for the overall governance and strategic direction of the organisation and for developing its aims, objectives and goals in line with good practice and in accordance with the governing document, legal and regulatory requirements.

#### Main Responsibilities:

- Preparing for, attending and contributing to Trustee Board, sub-Committee and other trustee meetings, including General Meetings, in accordance with the *Governance Policy*.
- Upholding the fiduciary duty invested in the role, undertaking such duties in a way that adds to public confidence and trust in the organisation.
- Determining the overall direction and development of the organisation through good governance and clear strategic planning.
- Ensuring that the organisation complies with legal and regulatory requirements, and acts within the confines of its governing document and in furtherance of the activities contained within it.
- Promoting and developing the organisation in order for it to grow and maintain its relevance to society.
- Maintaining sound financial management of the organisation's resources, ensuring expenditure is in line with its objects, and investment activities meet accepted standards and policies.
- Interviewing, appointing and monitoring the work and activities of senior paid staff.
- Ensuring the effective and efficient administration of the organisation and its resources.
- Representing and promoting the organisation at public meetings, conferences and other appropriate events; on external working groups, consultative committees and partnerships; and through networking.
- Using own contacts to promote and publicise the organisation, develop links with individuals and organisations, and encourage support for the organisation.
- Ensuring that statutory documents are submitted to Companies House and the Charity Commission.
- If required, to champion and raise awareness of a specific aspect of the organisation's work within the Trustee Board in line with good practice.

- If required, to act as a co-signatory on cheques and other documentation, in accordance with the *Financial Controls Policy* and the *Authority List*.
- Maintaining absolute confidentiality about sensitive/confidential information received in the course of trustee's responsibilities to the organisation.
- Informing own practice and personal development, as a trustee, through an understanding of issues affecting the governance of the organisation, reading, networking and training.
- Undertaking other tasks and responsibilities appropriate to the role.

*The Trustee Board is responsible and liable for the governance and functioning of the organisation (as a company and as a charity) and is accountable in varying degrees to a variety of stakeholders, including members, service users, funders, Companies House, the Charity Commission, the National Association for Voluntary and Community Action, and Volunteering England.*

# Voluntary and Community Action

## INDUCTION CHECK LIST FOR A NEW TRUSTEE

Name \_\_\_\_\_ Role \_\_\_\_\_

### Welcome and Introduction

- Welcome and introduction to Trustee Induction Pack
- Introductions to other trustees
- Introductions to staff and volunteers
- Completion of Form 288a and Trustee Record
- Completion of Confidentiality Agreement and Code of Conduct
- Assignment of trustee mentor
- Register of Trustee Board and Committee Members

### Premises

- Tour of offices and facilities
- Security and access to premises, signing in and keys (as appropriate)
- Fire alarm procedures
- Catering facilities and tea/coffee arrangements

### Working Arrangements

- Expenses
- Training, support and personal development, including current Training Programme
- Use of Library, computers and photocopier
- Social events

### My Role as a Trustee

- Discussion of Role Descriptions for Officers and Trustees
- Companies House booklet *Company Directors & Secretaries*
- Charity Commission booklet *The Essential Trustee: What you need to know*
- Immediate tasks and priorities (if Officer)

### Governance of Voluntary and Community Action

- Governance Policy
- Memorandum and Articles of Association
- Schedule of meetings and any relevant diary dates

Continued/...

- Committee Structure and Terms of Reference
- Submitting items for an agenda
- Circulation of Committee/Working Group agenda, papers and minutes
- Attendance and apologies
- Current issues being addressed by the Trustee Board, Committees and Working Groups
- Minutes of the last three Trustee Board meetings
- Minutes of the last three Committee/Working Group meetings (if joining such)
- Copy of Summary and Detailed Budget (if joining Finance and General Purposes sub-Committee)
- Copy of all personnel Policies (if joining Finance and General Purposes sub-Committee)

**Work and Structure of Voluntary and Community Action**

- Most recent Annual Report and Accounts
- Strategic Plan of Voluntary and Community Action
- Service Delivery and Development Plans
- Staff and management structure
- Operational Framework and work of teams and projects
- Action!* and *Chamber Pot* newsletters
- Opportunity to come in and meet with individual staff
- Opportunity to take an interest in a specific area of work

**General Policies**

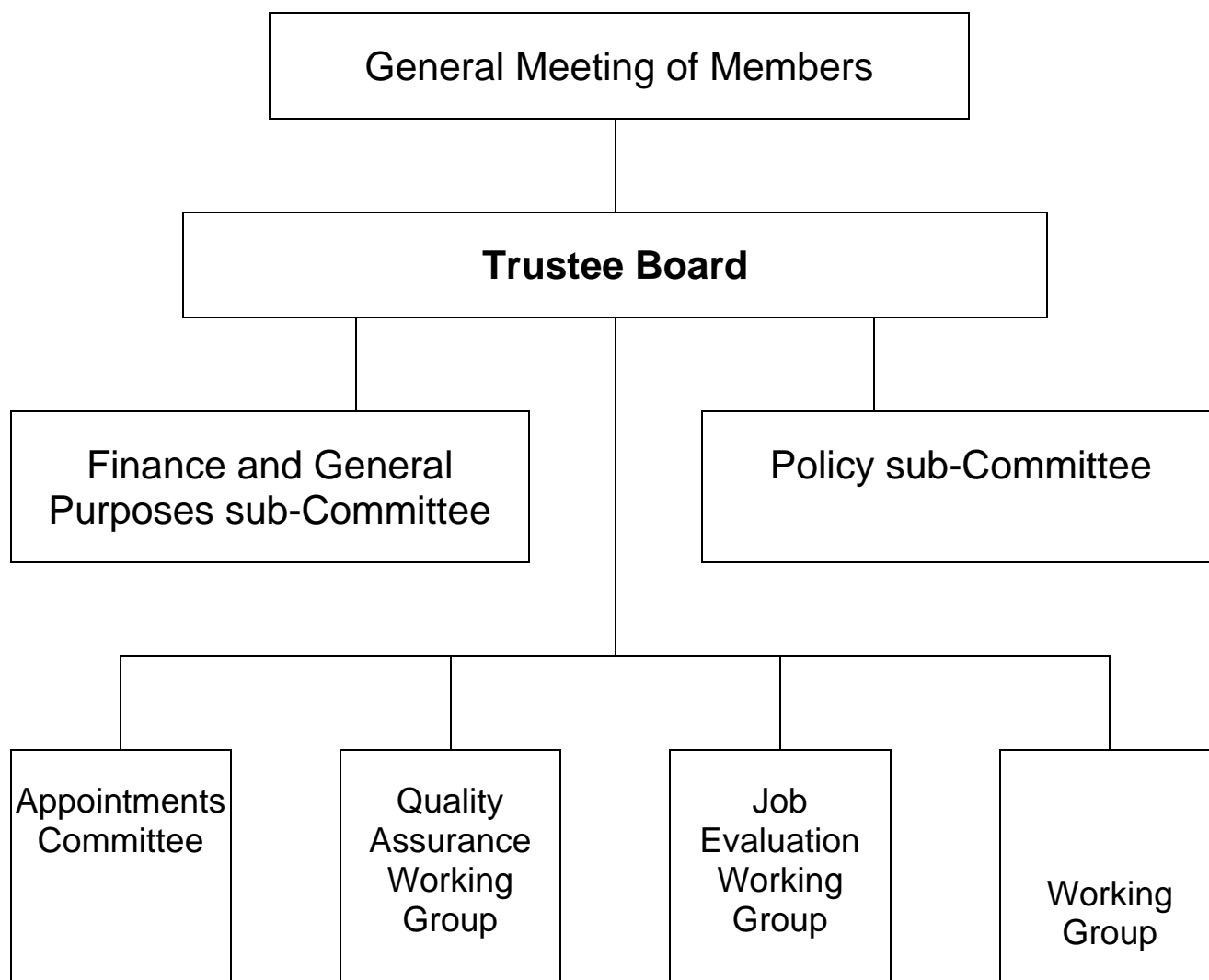
- Organisational and Personnel Policies Review
- Values Statement
- Equality and Diversity Policy
- Sustainable Development Policy
- Health and Safety Policy, including *Leading Health & Safety at Work* pamphlet
- Financial Controls Policy
- Expenses Policy
- Pricing Policy
- Code of Conduct
- Complaints Policy

**Other – To be Specified**

- 
- 
-

# Voluntary and Community Action

## GOVERNANCE AND COMMITTEE STRUCTURE



### External Committees and Groups

- Bedfordshire & Luton Compact Development Group
- Bedfordshire & Luton VCS Infrastructure Consortium (The Voluntaryworks Consortium)
- Bedfordshire Countywide Assembly
- Bedfordshire Countywide Assembly VCS Reference Group
- Investing in Communities Partnership
- MKSM Social Infrastructure Group
- Central Bedfordshire Implementation Team
- Central Bedfordshire Shadow Local Strategic Partnership



# Voluntary and Community Action

## TRUSTEE BOARD – TERMS OF REFERENCE

### Membership

The Trustee Board shall consist of not less than three and no more than fifteen members appointed in accordance with the organisation's Memorandum and Articles of Association and arrangements determined by the Appointments Committee. The number of individual Members and non voluntary and community sector Member organisations shall not exceed one quarter of the total number of trustees.

The Executive Director will also normally attend meetings, as will the Finance and Premises Manager who shall act as Minutes Secretary.

Chairpersons of Committees and Groups, who have not been elected or appointed as trustees, may also attend Trustee Board meetings. They may participate in discussions, at the discretion of the Chairperson, but not vote on any matters under consideration.

The quorum shall be two or the nearest number to one third of the Board's total number of trustees (whichever the greater).

### Purpose

To direct the policy and general management of the affairs of the organisation.

### Responsibilities

1. To prepare and approve the Strategic Plan, including the organisation's values, strategic objectives and goals; set and agree the organisation's medium and short term priorities and approve its programme of work.
2. To consider, comment and advise upon issues that affect the voluntary and community sector and represent the sector to policy makers, government and other statutory agencies.
3. To ensure that Members, the wider voluntary and community sector, statutory agencies, local government and others are clear about why the organisation exists, its overall purpose and objectives.
4. To formulate and approve organisational and personnel policies, in conjunction with the relevant sub-Committee, where appropriate.
5. To establish Committees and other Groups; appoint Chairpersons and members; agree terms of reference; and receive the minutes of meetings (or reports), and approve (or otherwise) any recommendations, from the Committees and Groups.
6. To monitor, review and evaluate the organisation's services, activities and progress towards its Strategic Objectives and programme of work.
7. To approve proposals for expanded or new services, activities or facilities.

8. To appoint a Chairperson, Vice Chairperson and Treasurer from amongst the members of the Trustee Board.
9. To appoint an Executive Director (as chief officer) of the organisation.
10. To ensure there are adequate resources to carry out the organisation's activities and meet its current and future needs.
11. To ensure that all financial resources and property are used to meet the organisation's charitable objectives and that funding received for specific purposes is consistent with these objectives and the values of the organisations, is separately accounted for and spent for the purposes for which it was given.
12. To approve the annual budget, as recommended by the Finance and General Purposes sub-Committee.
13. To approve the organisation's annual report and accounts.
14. To call any general meetings, ensuring that the business is dealt with in accordance with the governing document.
15. To consider, comment and advise the Executive Director upon issues that affect the business operations of the organisation, its committees and staff.
16. To ensure the organisation complies with the Companies Acts, Charities Acts, Employment Acts, Health and Safety at Work Act, Data Protection Act and all other relevant legislation.
17. To ensure good practice in equality and diversity, business development and quality standards and performance, both as an employer and service provider.
18. To secure appropriate accommodation for the organisation, ensure it is adequately maintained and approve any mortgage, lease, licence or tenancy agreement.
19. To fulfil other responsibilities relating to the management of the organisation, as set out in organisational and personnel policies approved by the Trustee Board.

### **Limits of Authority**

The Trustee Board shall assume all powers and limits of authority set out in the organisation's governing document.

### **Frequency of Meetings**

The Trustee Board shall meet at least three times a year and will normally meet every six to eight weeks.

# Voluntary and Community Action

## FINANCE AND GENERAL PURPOSES SUB-COMMITTEE – TERMS OF REFERENCE

### Membership

The Finance and General Purposes sub-Committee shall consist of at least four trustees from the Trustee Board, including the Treasurer, one of whom shall be appointed Chairperson of the sub-Committee. The Executive Director shall also attend meetings, as will the Finance and Premises Manager who shall act as Minutes Secretary.

Any trustee not being a member of the sub-Committee may attend meetings with the prior agreement of the Committee Chairperson.

The quorum shall be two or the nearest number to one third of the sub-Committee's total membership eligible to vote (whichever the greater).

### Purpose

To oversee all financial, personnel, premises and other general matters of the organisation so as to ensure its short and long term viability and to report to the Trustee Board accordingly.

### Responsibilities

1. To determine the financial implications of the organisation's services, activities and facilities in a way that helps to achieve the organisation's charitable and strategic objectives.
2. To scrutinise and agree draft budgets, and present (in the absence of a Treasurer) the annual budget to the Trustee Board for approval.
3. To ensure adequate accounting, financial management and control, authority and auditing procedures are in place and that appropriate financial and other records are kept, and meet any legal and regulatory requirements.
4. To receive regular financial management reports in order to monitor the organisation's income and expenditure against the approved budget and to report on these; along with any financial implications, risks and actions required; to the Trustee Board.
5. To oversee the operation and, where appropriate, the investment performance of all bank and investment accounts; any loans, mortgages or overdrafts and to recommend, to the Trustee Board for approval, all bank signatories.
6. To ensure that the organisation's financial resources are sufficient to meet its current and future needs and advise the Trustee Board and the Executive Director on the organisation's long term financial planning, including investment and reserves policies, any fundraising strategy and grant applications.
7. To consider and advise the Trustee Board and the Executive Director on major items of capital expenditure.

8. To ensure that appropriate arrangements are in place for the payment of staff salaries and expenses; and approve the annual cost of living increases to staff salaries (or make an alternative recommendation to the Trustee Board).
9. To ensure appropriate insurance requirements are met.
10. To approve expenditure in accordance with the *Authority List*.
11. To ensure compliance with any legal or regulatory requirements set out in the Companies Acts 1985, 1989 & 2006 and relevant Companies House guidance; and in the Charities Act 1993 and relevant Charity Commission guidance (including SORP).
12. To ensure that funding received for specific purposes is separately accounted for and is compliant with funders' requirements on the monitoring and reporting of grant-aided projects, including the presentation of accounts in the Annual Accounts.
13. To ensure completion and audit of, and recommend to the Trustee Board for approval, the Annual Accounts.
14. To consider, act on and regularly review the quality of advice provided by professional financial advisers.
15. To determine and regularly review the staffing implications of the organisation's services and activities and agree the staff establishment.
16. To determine, regularly review and agree the salary levels for all posts.
17. To determine and approve appropriate terms and conditions of employment for all staff.
18. To advise the Trustee Board on the role (as set out in the job description), recruitment, selection and appointment of an Executive Director (as chief officer) for the organisation.
19. To assist the Executive Director in the selection and appointment of staff at a senior level.
20. To consider, plan for and to make recommendations to the Trustee Board on the premises needs of the organisation, including arrangements and lease terms for office accommodation at Bossard House.
21. To fulfil other responsibilities relating to the management of the organisation, as set out in organisational policies approved by the Trustee Board; to undertake work delegated to it by the Trustee Board and to report regularly to the Board.

### **Limits of Authority**

The sub-Committee may authorise the transfer of expenditure greater than 15% between budget headings. Any decisions on matters that will result in expenditure in excess of the approved budget must be referred to the Trustee Board for approval.

The sub-Committee may appoint additional staff and amend the staff establishment consistent with the needs and demands of the Strategic Plan.

### **Frequency of Meetings**

The Finance and General Purposes sub-Committee shall be a standing committee of the organisation and shall meet at least four times annually.



# Voluntary and Community Action

## POLICY SUB-COMMITTEE – TERMS OF REFERENCE

### Membership

The Policy sub-Committee shall consist of at least four trustees from the Trustee Board, one of whom shall be appointed Chairperson of the sub-Committee. The Executive Director shall also attend meetings and act as Minutes Secretary.

Any trustee not being a member of the sub-Committee may attend meetings with the prior agreement of the Committee Chairperson.

The quorum shall be two or the nearest number to one third of the sub-Committee's total membership eligible to vote (whichever the greater).

### Purpose

To determine and review the policies of the organisation and to report to the Trustee Board accordingly.

### Responsibilities

1. To determine, consider and recommend for approval by the Trustee Board all policies and procedures, after consultation with the organisation's Executive Director and staff, ensuring that such policies and procedures meet any legal or regulatory requirements.
2. To regularly review all organisational policies and procedures, in particular when there are changes in employment and charity legislation, and to recommend for approval by the Trustee Board any revised or amended policies, after consultation with the organisation's Executive Director and staff.
3. To fulfil other responsibilities relating to the management of the organisation, as set out in organisational policies approved by the Trustee Board, to undertake work delegated to it by the Trustee Board and to report regularly to the Board.

### Limits of Authority

Any decisions on matters that will result in unbudgeted expenditure must be referred to the Finance and General Purposes sub-Committee and the Trustee Board for approval.

### Frequency of Meetings

The Policy sub-Committee shall be a standing committee of the organisation and shall meet as and when required to fulfil its responsibilities.



## **Voluntary and Community Action South Bedfordshire**

### **APPOINTMENTS-COMMITTEE – TERMS OF REFERENCE**

#### **Membership**

The Appointments Committee shall consist of at least three trustees from the Trustee Board, one of whom shall be appointed Chairperson of the Committee. The Executive Director may also attend meetings in an ex-officio capacity.

The quorum shall be two or the nearest number to one third of the sub-Committee's total membership eligible to vote (whichever the greater).

#### **Purpose**

To determine, consider and recommend for approval by the Trustee Board arrangements for the appointment of Directors/Trustees, ensuring that arrangements are in accordance with the organisation's governing document.

#### **Responsibilities**

1. To review the structure, size and composition (including skills, knowledge and experience) of the Trustee Board and make recommendations to the Board for any changes considered desirable.
2. To address succession planning issues relating to Board membership.
3. To identify, recruit and interview potential Directors/Trustees.
4. To recommend for approval by the Trustee Board the appointment or re- appointment of a person who is willing to act as a Director/Trustee.
5. To determine, where necessary, the rotation in which Directors are to retire.
6. To fulfil other responsibilities relating to the appointment, induction, support and conduct of Directors/Trustees, as set out in organisational policies approved by the Trustee Board; to undertake work delegated to it by the Board and to report regularly to the Board.

#### **Limits of Authority**

Any decisions on matters that will result in unbudgeted expenditure must be referred to the Finance and General Purposes sub-Committee and the Trustee Board for approval.

#### **Frequency of Meetings**

The Appointments Committee shall be a standing committee of the organisation and shall meet as and when required to fulfil its responsibilities.



# Voluntary and Community Action South Bedfordshire

## QUALITY ASSURANCE WORKING GROUP – TERMS OF REFERENCE

### Membership

Membership of the Quality Assurance Working Group shall consist of two trustees from the Trustee Board, one of whom shall be appointed as Working Group Chairperson, the Executive Director and one member of staff nominated by the staff team.

Any trustee not being a member of the Working Group may attend meetings with the prior agreement of the Working Group Chairperson.

The quorum shall be two or the nearest number to one third of the Working Group's total membership eligible to vote (whichever the greater).

### Purpose

To undertake an assessment of the organisation's policies, practice and activities within agreed quality standards frameworks.

### Responsibilities

1. To undertake an assessment of the organisation's policies, practice and activities within agreed quality standards frameworks, namely:
  - the National Association for Voluntary and Community Action Performance Standards for Local Infrastructure Organisations
  - the Volunteer Centre Quality Mark
  - the Charity Commission's *Hallmarks of a Well-run Charity*
  - PQASSO
  - Investors in People
2. To plan for, and review, the work that needs to be undertaken to fulfil any gaps and meet particular criteria.
3. To identify other areas of good practice, outside the relevant criteria, that should be incorporated into the organisation's Service Delivery and Development plans.
4. To consider and recommend, to the Trustee Board, any further quality standards frameworks the organisation should be assessed against.
5. To report the Working Group's findings to the Trustee Board at least quarterly.

### Limits of Authority

Priority must be given to obligatory quality standards upon which membership, funding or compliance with legal and regulatory frameworks is dependant.

Amendments to, and the inclusion of additional activities within, the organisation's Service Delivery and Development Plans must be referred to the Trustee Board for approval.

## **Frequency of Meetings**

The Quality Assurance Working Group shall be a standing committee of the organisation and shall meet as and when required to fulfil its responsibilities.

# Voluntary and Community Action

## JOB EVALUATION WORKING GROUP – TERMS OF REFERENCE

### Membership

Membership of the Job Evaluation Working Group shall consist of four trustees from the Trustee Board and one member of staff. The Executive Director shall act as professional adviser and attend meetings as and when required.

The quorum shall be two or the nearest number to one third of the Working Group's total membership eligible to vote (whichever the greater).

### Purpose

To undertake a Job Evaluation exercise of all roles within the staff establishment and report to the Trustee Board.

### Responsibilities

1. To adopt a suitable method for undertaking a Job Evaluation exercise, making appropriate use of the Job Evaluation Toolkit available from the London Voluntary Sector Council and any other relevant material.
2. To undertake a Job Evaluation exercise of all roles within the staff establishment.
3. To prepare a draft Job Evaluation Policy for approval by the Trustee Board.
4. To advise the Policy sub-Committee on the development of a draft Pay Policy.
5. To advise the Finance and General Purposes sub-Committee on any adjustments to the current salaries of staff.
6. To put in place a Job Evaluation process for evaluating future posts.
7. To complete this work by the 31 March 2007.

### Limits of Authority

Any decisions on matters that will result in legal or financial commitments by the organisation must be referred to the Trustee Board for approval.

### Frequency of Meetings

The Job Evaluation Working Group shall be a standing committee of the organisation and shall meet as and when required to fulfil its responsibilities.

## **Additional Information**

The staff member will be a full member of the Working Group and will:

- bring the staff perspective to the work of the group;
- be part of the decision-making process, but will not have to justify their decisions to staff, except that they will not be involved in the evaluation of their own post;
- retain confidentiality to the group, by reporting back to staff on the progress of the group, not the work;
- receive support in their role from the rest of the group.