

# THE CONSTITUTION

## Object and Rules

### OF

## THE LEAGUE OF FRIENDS OF OAKLEY HOUSE DEMENTIA CENTRE

1. The name of the Society is "The League of Friends of Oakley House Dementia Centre"

### PRELIMINARY

2. In these Rules:-

- (a) the expression "the League" means the Association constituted by these Rules;
- (b) the expression "the Committee" means the Committee for the time being of the League; as hereinafter constituted.
- (c) the expression "the Secretary" means the Secretary for the time being of the League; being in force.
- (d) the expression "the Rules" includes any amendment or alteration thereof for the time being in force.
- (e) the expression "the community" means the area of benefit served by the League and comprising the elderly and their carers.

### OBJECT AND POWERS

3. The Object is to support the informal carers of Dementia sufferers. For the purpose of carrying out the above Object, but not otherwise, the League shall have the following

powers:-

- (a) To educate the public in the needs of patients with Dementia and their carers.
- (b) To give and exchange information and advice and to promote education in all matters relating to charitable institutions, Local Authorities, Hospital Authorities and National Health Service. Also to promote research and to disseminate the results.
- (c) To publish, or contribute to the publication of, any papers, books, periodicals, reports or other documents.
- (d) To hold meetings, lectures, exhibitions and discussions.
- (e) To raise funds and to invite and receive contributions from any person or persons or organisations whatsoever by the way of subscription, donation or otherwise.
- (f) To take and accept gifts of property, whether subject to any special trust or not, for the Object of the League.
- (g) To supplement the service provided by Oakley House for the health, welfare and comfort of patients and their carers, by the provision of facilities, and equipment which may be required for their treatment.
- (h) To undertake and execute any charitable trust.
- (i) To do all such things as are necessary for the attainment of the above Object.

### MEMBERSHIP

4. The subscribers to these Rules and such other persons as the Committee shall admit to membership shall be members of the League.

### SUBSCRIPTIONS

5. There shall be an annual suggested donation of TEN POUNDS.

### OFFICERS AND COMMITTEE

- 6.(1) There shall be a Committee and the business of the League shall be conducted and managed by the Committee who may exercise all such powers of the League and do so on behalf of the League all such acts may be exercised or done by the League and as are not by these Rules required to be exercised or done by the League in General Meeting.
- (2) The Committee shall consist of the Treasurer of the League and not less than three other persons. No person shall be a member of the Committee who is not a member of the League.
- (3) At the conclusion of the Annual General Meeting for the year 1996 and at the conclusion of every subsequent Annual General Meeting, one third of the members for the time being of the Committee, or if their number is not three or a multiple of three, then the nearest to one third, shall retire from office.
- (4) The members of the Committee to retire each year shall be those who have been longest in office since their last election, but as between persons who became members of the Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- (5) Retiring members of the Committee shall be eligible for re-election.
- (6) The Committee shall elect a Chairman to be chairman of the meetings of the Committee, and at any meeting of the Committee at which the Chairman is not present they may elect one of their number to be chairman in his place.
- (7) The Committee shall appoint a Treasurer, who shall be one of their number, and shall fix the period of his appointment. The Committee may at any time remove the Treasurer from office and appoint some other in his place.
- (8) The Committee may elect any member of the League to be a member of the Committee to fill any vacancy to hold office until the conclusion of the Annual General Meeting then next following.
- (9) The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they see fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. Any member of the Committee may, and the Secretary on the requisition of members shall, at any time summon a meeting of the Committee. At least FOUR meetings of the Committee shall be held in each calendar year.
- (10) The quorum for the transaction of business of the Committee may from time to time be fixed by the Committee and unless so fixed shall be THREE members.
- (11) The continuing members of the Committee may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below THREE the continuing members of the Committee may act for the purpose of increasing the numbers of members on the Committee or of summoning a General Meeting of the League and not for any other purpose.
- (12) The Committee may delegate any of its powers to sub-committees consisting of such members of its body as it may think fit. All actions of such sub-committees shall be reported to, and confirmed by, the Committee as soon as possible and any sub-committee so formed shall, in the exercise of its powers so delegated, conform to any regulation that may be imposed upon it by the Committee.
- (13) The Sub-Committee may elect a Chairman of its meetings and the provision of Sub-Rule (10) of this Rule (except as to the number of meetings) inclusive shall apply mutatis mutandis to any Sub-Committee.
- (14) All acts done by any meeting of the Committee or of any Sub-Committee or by any other person acting as a member of the Committee or of any Sub-Committee shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any such person, be valid as if such person had been duly appointed.
- (15) The Committee shall appoint a Secretary who may (but need not) be a member of the Committee and shall fix a period of his appointment. The Committee may at any time remove the Secretary from office and appoint some other person in his place.

## **GENERAL MEETINGS**

7. (1) An Annual General Meeting of the League shall be held each calendar year and at a date not later than fifteen months after the last General Meeting. The Chairman of that meeting shall be the Chairman of the Committee or in his absence then the members present shall elect a Chairman from amongst themselves.
- (2) The Committee may at any time call an Extraordinary General Meeting and must do so if requested in writing by not less than THREE members of the League.
- (3) The Secretary shall give at least 21 days notice in writing of General Meetings and the purpose thereof to all members entitled to receive notices of meetings.
- (4) At a General Meeting each member shall have one vote. Voting shall be by showing of hands only unless a ballot is demanded by not less than 51% members present.
- (5) The Chairman's direction as to how a ballot is to be taken, his declaration as to the result of any voting and his decision on any question of procedure or point of order at a General Meeting shall be considered final. In the event of an equal vote the Chairman shall have a casting vote.
- (6) Votes may be cast by proxy or post when considered acceptable by the Chairman of the Annual General Meeting.
- (7) No business shall be transacted at any General Meeting of the League unless a quorum of members present at the time when the meeting proceeds to business. THREE members personally present shall be a quorum. If within half an hour from the time appointed for them meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day next week at the same time and place; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

## **ACCOUNTS**

8. There shall be prepared annually and laid before the League in General Meeting; an audited statement of accounts and a report of the League's activities.

## **CESSATION OF MEMBERSHIP**

## **NOTICES**

9. If a member has given to the Secretary an address within the British Isles for the giving to of notices to him/her (and not otherwise) he/she shall be entitled to receive notices of all meetings of the League. The notice may be given by the League

to any member either by delivering by hand to him/her or to their said address or by sending it by post or email to such address.

## **PROPERTY**

11. (1) The moneys and property of the League not immediately required for the purpose of the League may be held by or vested in such persons as the Committee may from time to time determine, and the Committee may appoint two or more persons, whether members of the League or not, to hold any such moneys or property upon trust for the League.
- (2) Cheques drawn on behalf of the League shall be signed by such person or persons as the Committee may from time to time direct.

## **REMUNERATION**

12. All officers shall be honorary save the Committee, when the Secretary is not a member of the Committee, may pay him/her such remuneration as they think fit. The Committee may appoint and employ such assistant Secretaries or clerks as they think fit, they shall appoint (and may pay proper remuneration to) Auditors.

## **ALTERATIONS TO RULES**

13. The League may by a majority of not less than two thirds of the members present at an Annual General Meeting or Extraordinary General Meeting alter, add to or delete all or any of the Objects of the League and alter the Rules and constitutions, provided that notice of intention to propose such alteration, addition or deletion and the details thereof are served upon each member with the notice required to be given by Rule 7(3) hereof, and provided also that no alteration in the Objects of the League shall be made which would authorise the application of the property of the League for Objects which are not charitable, and provided that no alteration shall be made to Clauses 1, 3, this Clause and 15 without prior consent in writing of the Charity Commissioners.

## **INFORMALITIES**

14. No action or decision of the Committee or of any meeting of the League shall be invalidated by reason only of informality or neglect in any service of notices or in any matters of procedure, unless in the opinion of the Committee such informality or neglect resulted in a situation which is unjust.

## **PROVISION FOR DISSOLUTION**

15. Upon dissolution of the League, the surplus assets (if any) of the League remaining after satisfaction of all debts and liabilities shall not be paid to or distributed among the members of the League but shall be given, or transferred, to such charitable institutions as the members of the League shall at, or before, the time of dissolution, in General Committee, determine with the approval of the Charity Commissioners.

September 1995. Amended July 2016

Registered Charity No.1047919