



Posture & Mobility Group Constitution

Adopted on the 21st day of March 2001, and amended on 16th day of April 2002, 19th day of March 2003, 8th day of February 2006, and 12th day of July 2013.

A Name

The name of the Association is Posture & Mobility Group [“the Charity”].

B Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the Executive Trustees and Members of the Executive Committee, constituted by clause G of this constitution [“the Executive Committee”].

C Objects

The Charity’s objects [“the objects”] are to advance the education of the public in all matters relating to the posture and wheeled mobility needs of people with disabilities and about the equipment and services those needs require within a framework which recognises the rights and dignity of such people, through all or any of the following means:

- 1) Developing an interdisciplinary forum for continuing education, research and debate in the interests of the general public and of people with disabilities in particular.
- 2) Providing an umbrella organisation linking members of voluntary and statutory agencies, representatives of users’ bodies and representatives of manufacturers.
- 3) Maintaining a register of members to enable efficient communication.
- 4) Encouraging the establishment and maintenance of best practice in service delivery.

Throughout this constitution ‘charitable’ means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

For the avoidance of doubt, the system of law governing the constitution of the Charity is the Law of England and Wales.

D Powers

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

- 1) To employ such staff [who shall not be members of the Executive Committee] as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants.
- 2) To co-operate with other charities, voluntary bodies, and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them.
- 3) To establish or support any charitable trusts, associations, or institutions formed for all or any of the objects.
- 4) To appoint and constitute such advisory committees as the Executive Committee may think fit.
- 5) To do all such other lawful things as are necessary for the achievement of the objects.

E Membership

- 1) Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive Committee and approved by the membership.
- 2) Every member shall have one vote.
- 3) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual: provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

F Honorary Officers

At the annual general meeting of the Charity the members shall elect from amongst themselves persons to make up the Executive Committee. The Charity seeks to encourage a mix of skills and disciplines on the Executive Committee.

G Executive Committee

- 1) The Trustees of the Executive Committee shall consist of not less than 8 or more than 15 members. An Executive Trustee shall be any member of the Executive Committee wishing to have voting rights. Office posts of Chair, Vice-Chair, Honorary Treasurer and NTE sub-committee Chair must be Trustees of the Charity. Additional Executive Committee Members may arise from incoming officers during their induction period (see G10), the External Advisor, and any co-opted members, whose opinions will be used to inform decisions, but who will not be able to formally vote.
- 2) The standard serving term of any Executive Committee member is three years, ending with the third Annual General Meeting following their election to the committee.

- 3) Executive Trustee and Committee members are eligible for re-election for a second term. However, no member should ordinarily serve for more than two continuous terms. If a member wishes to stand for election after two continuous terms, they must first take a one year break before re-applying for election. In the case of officer posts, this may be further extended if it is in the best interests of the Charity (see G5).
- 4) The Executive Trustees will elect the offices of Chair, Vice-Chair, Honorary Treasurer and NTE sub-committee Chair from the Executive Committee membership. If no-one from the Executive Committee is willing or able to take on an officer post, the Executive Trustees will seek a replacement from within the PMG membership. Any nominations via this route will be agreed by a majority vote of the Executive Trustees.
- 5) In the case of Committee Members elected to office (see G3 and G4), the total serving term may be extended by a maximum of three years. Therefore, the maximum continuous period of time that an Executive Committee member may serve will be a total of nine years, after which a one year break must be taken before seeking re-election to the committee, whether or not this is for a post of office. To aid management of Executive Committee membership, if a member takes a leave of absence, for example, a sabbatical, this absence will not be added to the term at the end.
- 6) The Executive Committee may in addition appoint not more than 5 co-opted members, but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause J and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from that date when the post becomes vacant.
- 7) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 8) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- 9) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing minutes of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.
- 10) In the case of Executive Committee offices, it is the intention that the post holder will, in their final year of service, train the incoming post holder. If this is not possible then the post holder may be asked to continue their services for one year after their term has ended in order to assist the hand-over to the new post holder. It may be most appropriate for this role to be undertaken in the capacity of a co-opted member of the relevant sub-committee.

H Determination of Membership of Executive Committee

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

- 1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 [or any statutory re-enactment or modification of that provision];
- 2) becomes incapable by reason of mental disorder, illness or injury, of managing and administering his or her own affairs;
- 3) is absent without the permission of the Executive Committee from two consecutive meetings, and the Trustees resolve that his or her position be vacated. Executive Committee members are required to attend at least 50% of Executive Committee meetings per year. Attendance by tele-conference or video-conference is acceptable where such facilities are available; or
- 4) notifies to the Executive Committee a wish to resign [but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect].

I Executive Committee Members not to be personally interested

- 1) Subject to the provisions of sub-clause [2] of this clause no member of the Executive Committee shall acquire any interest in property belonging to the Charity [otherwise than as a trustee for the Charity] or receive remuneration or be interested [otherwise than as a member of the Executive Committee] in any contract entered into by the Executive Committee.
- 2) Any member of the Executive Committee for the time being who is a solicitor, accountant, or other person engaged in a profession, may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Charity: provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

J Meetings and proceedings of the Executive Committee

- 1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting [which may be electronic] may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed, but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- 2) The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before the meeting commences.
- 3) A quorum of over 50% of Trustees is required for the Charity to conduct its business.
- 4) Every matter shall be determined by a majority of votes of the Executive Trustees present and voting on the question, but in the case of equality of votes the chairman of the meeting shall have a second or casting vote. Where it is deemed by a quorum that a decision of significant importance should be addressed by ALL Trustees, a further vote will be required. This can be carried out electronically following an email circulated to all Trustees describing the decision to be made.
- 5) The Executive Committee shall keep minutes of the proceedings at meetings of the Executive Committee and any sub-committee.
- 6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings, and the custody of documents. No rule may be made which is inconsistent with this Constitution. If a new rule, required to facilitate the business of the Charity, is not allowable under the terms of the Constitution, the Trustees shall seek guidance from the Regulatory authorities.
- 7) The Executive Committee may appoint one or more sub-committees consisting of two or more members of the Executive Committee together with appropriate numbers of additional members of the Charity for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

K Receipts and expenditure

- 1) The funds of the Charity, including all donations, contributions and bequests, shall be paid into one or more accounts operated by the Executive Committee in the name of the Charity at such banks the Executive Committee shall from time to time decide. All cheques drawn on any account must be signed by at least two members of the Executive Committee.
- 2) The funds belonging to the Charity shall be applied only in furthering the objects.

L Accounts

The Executive Committee shall comply with their obligations under the Charities Act 1993 [or any statutory re-enactment or modification of this Act] with regard to:

- 1) The keeping of accounting records for the Charity
- 2) The preparation of annual statements of account for the Charity
- 3) The auditing or independent examination of the statements of account of the Charity; and
- 4) The transmission of the statements of account of the Charity to the Commission.
- 5) The accounting year which shall be to 31st December. Membership subscriptions will run to 31st December and will be renewable on 1st January.

M Annual Report

The Executive Committee shall comply with their obligations under the Charities Act 1993 [or any statutory re-enactment or modification of this Act] with regard to the preparation of an annual report and its transmission to the Commissions.

N Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1993 [or any statutory re-enactment or modification of this Act] with regard to the preparation of an annual return and its transmission to the Commissions.

O Annual General Meeting

- 1) There shall be an annual general meeting of the Charity which shall be held in the month of March in each year or as soon as practicable thereafter.
- 2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 28 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.

- 3) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- 4) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least 28 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot. Votes must be returned in person no later than two hours before the annual general meeting or by post to arrive five working days before the annual general meeting.

P Special General Meetings

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 28 days' notice must be given. The notice must state the business to be discussed.

Q Procedure at General Meetings

- 1) A secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- 2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.

R Notices

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally, electronically, or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

S Alterations to the Constitution

- 1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- 2) No amendment may be made to clause A, clause C, Clause I, clause T, or this clause without prior consent in writing of the Commissioners.
- 3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- 4) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

T Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 28 days' notice [stating the terms of the resolution to be proposed] shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.



Clare Wright
Chairperson

On behalf of the Posture and Mobility Group 12 July 2013