

VRA AGM 2019

Agenda

Venue: **via webinar**

Date and time: Tuesday 19th November 2019 at 1.00 pm

Item	Lead
Welcome	Deborah Edwards, Chair
Minutes of the 2018 Meeting	Deborah Edwards, Chair
Constitution Ratification	Joy Reymond, Treasurer
Elections of Trustees	Deborah Edwards, Chair
Chair's report	Deborah Edwards, Chair
Treasurer's report	Joy Reymond, Treasurer
Membership fees	Sue Godby, Trustee
VRA and Society of Occupational Medicine Relationship	Chris Parker, Alex Pugh, Julie Denning, Trustees
AOB	

Draft: Minutes of the VRA Annual General Meeting

held on 3 December 2018 at 3pm

Via Webinar

Attendees:

Deborah Edwards	(Chair)	DE
Andrew Frank		AF
Sue Godby		SG
Ceri Goodrum		CG
Gary Johnston		GJ
Alexandra Pugh		AP
Shirley Morrison-Glancy	(Deputy Chair)	SMG
Joy Reymond	(Treasurer)	JR
Helen Valls-Russell		HVR

Plus 10 on line

In attendance: Anna McNeil AM

Apologies:

John Pilkington	JP
Jenny Ceolta-Smith	JCS
Alexandra Freeman	AFm
Beth Husted	BH

1. Welcome:

The Chair, Deborah Edwards, welcomed members to the meeting noting that it was quorate.

2. Minutes of the VRA AGM held on 3 November 2017

The minutes had been distributed – Joy proposed, Andrew seconded.

The minutes were agreed as a true record of the meeting. JR proposed, and AFr seconded that they be accepted.

3. Election of Trustees

It was noted that all the current Trustees were eligible, and the following wished to stand for re-election:

Trustee:	Nominated by:
Deborah Edwards	Gary Johnston
Joy Reymond	Andrew Frank

Andrew Frank	Joy Reymond
Jenny Ceolta-Smith	Sue Godby
Alexandra Freeman	Sue Godby
Sue Godby	Alexandra Freeman
Beth Husted	Joy Reymond
Gary Johnston	Deborah Edwards
Alexandra Pugh	Joy Reymond
Helen Valls-Russell	Alexandra Pugh
Kerry Foster	Joy Reymond

New applications:

Applicant:	Nominated by:
Linda Ingram	Spencer Rathborne
Christine Parker	Joy Reymond
Julie Denning	Nicola Suckley

Standing down:
Shirley Morrison-Glancy
John Pilkington

DE thanked SMG and JP for all their help and support, adding they would both be missed. However, she noted that both had stated they would remain active within the VRA.

All applications were approved and the Trustees duly elected.

DE welcomed all Trustees and stated she looked forward to working with the new Board of Trustees.

AM stated that she would be sending the following documents to all Trustees:

- a. conflict of interest form
- b. information required by Companies House
- c. request for information, and picture, for the VRA website

4. Chair's Report

DE reported that the AGM had followed a Trustees' meeting in London, and many current Trustees were present. She thanked the many people joining us from all over the country via the webinar.

DE summarised some key challenges and achievements from her first year as chair. The recipients of the recent Challenge Fund award of £4.1m for innovative ideas for practitioners had been announced. The VRA applauded the RCOT, our sister organisation, in being awarded a grant. It was noted that the Council for Work and Health were developing guidance on their website for reasonable adjustments, and VRA members were members of the Steering Group. In addition, IPS, which we covered at our study day earlier in the year, was also increasing in prominence. These were all signs that vocational rehabilitation has an increasing presence.

DE thanked fellow Trustees both present and absent. A tremendous amount of hard work goes into keeping the VRA developing and building an awareness of vocational rehabilitation as well as running the organisation.

Two very successful corporate events were held during 2018. One focused on IPS and the other on Australian services on return to work. It was great to engage with so many corporate members, whose support we really appreciate. It was disappointing that we have had to delay the joint event with SOM.

The learning centre and virtual spaces had been moving forward well; 8 webinars were held during 2018 and she expressed her thanks to Shirley for running this programme. There were great topics covered including GDPR, dyslexia, and coaching. DE extended her thanks to the presenters and the attendees and those that listened in afterwards via the website. DE asked if anyone had a topic they would like to either hear about, or present, to let her know.

There is a lot of administration involved in the delivery of webinars, and therefore towards the end of the year we instituted a £15 charge to pay for certificates of attendance for non-members. However, these remain free of charge for VRA members.

The next Together conference with BABICM and CMSUK we hope will take place in 2020. We are also working with BABICM and CMSUK on the development for the accreditation of case managers which continues and at present we are surveying potential purchasers. It has been a long journey but there is a lot of passion around it.

The VRA participated in the 2018 Health Work and Wellbeing conference by running a half-day Study Day. We hope to repeat this, or something similar in 2019.

DE thanked CG for all her work on social media and the newsletters.

DE took this opportunity to thank all our members, particularly those who have joined us today.

5. Membership Report

SG gave an update on the membership committee's work throughout the year. It was noted that membership categories had been simplified from five down to three. Newsletters go out frequently – to members and a reduced version to non-members.

We are aiming to target expired members and students (after their one year's free membership). SG asked everyone to share our work on social media as it helps us get our name out there. We are also planning to standardise the membership year; more information will follow.

The VRA, RCOTT SS Work, and SOM are holding a joint event on 1 May 2019 in Birmingham. The theme is 'Good work for good health'. More details will follow shortly.

SG took the opportunity to thank all the other members of the Membership Group for their help and support during 2018.

6. Treasurer's Report

JR presented the Treasurer's Report. She stated that the VRA would not exist without its members, and that VRA exists for you all.

Our income from the events this year (2018) was very small but in 2017 was good and broke even due in no small part to the conference income from the Together conference. At the end of 2017 we had assets of £33k.

However, 2018 has not been so good financially because we did not have the conference income so we have £24k at present. We plan a membership drive for corporate and individual memberships. We

need active and supportive members to get the community to contribute to the health and wellbeing of the organisation. JR asked all members to help with the membership drive, adding, is your organisation participating and are there others that could and should be taking part? It should be noted that all the trustees contribute their time and effort for free and we need the help of our members to remain a vibrant membership organisation.

It was noted that the financial reports have been audited and accepted as an accurate record. GJ proposed, and AFr seconded that the financial reports be accepted. It was noted that the financial reports would be put on the website.

7. Any other business

DE informed the meeting that the VRA had been working on joint events with the Society of Occupational Medicine (SOM). Consideration is being given to a more formal collaboration. It was agreed that on 29 January 2019, following the scheduled webinar, we will hold a Virtual Town Hall meeting via a webinar. At that time we will discuss this further with the membership.

JR, on behalf of all the Trustees, thanked DE for her hard work as chair.

The meeting closed at 1540.

CONSTITUTION OF THE VOCATIONAL REHABILITATION ASSOCIATION

Constitutional Matters

The updated constitution was formally approved by the Association in 2006. However, we have recently learned that it had not been registered with the Charity Commission at the time, and we are therefore seeking to correct this omission. It follows this note in this document. The earlier constitution is [here](#) should you wish to view it.

Under the Commission's guidance, the way to do so is to have a members' resolution to accept these minutes today, at which point we can then formally submit them to the Commission.

We have already received guidance that the constitution will be accepted, so do not anticipate that this will be anything beyond a purely administrative process. We have not identified any actions over the past 13 years which would have been impacted by the change in constitution.

As the updated constitution will have effect from November 19th, 2019, we have changed the date on the document accordingly, but it is otherwise the same as the one adopted in 2006.

We are proposing the following resolution, to be submitted with the Constitution, if approved by majority vote at the meeting:

"At its Annual General Meeting on November 19th 2019, the Vocational Rehabilitation Association resolved, by majority vote, to adopt the Constitution of the Vocational Rehabilitation Association, as attached and dated November 19th 2019.

Signed

Deborah Edwards, Chair, Vocational Rehabilitation Association, November 19th 2019"

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Adopted by the Vocational Rehabilitation Association on the 19th day of November 2019

[PART 1]

1. ADOPTION OF THE CONSTITUTION.

The association and its property will be administered and managed in accordance with the provisions in parts 1 and 2 of this constitution.

2. THE NAME.

The name of the organisation shall be the "Vocational Rehabilitation Association", hereinafter called the "VRA".

3. THE OBJECTS.

The Objects of the VRA are:

- 3.1 To promote the professional knowledge, attitudes and skills of people practising in the field of vocational rehabilitation.
- 3.2 To provide a vehicle for the exchange of ideas and experience across the UK.
- 3.3 To contribute towards the development of quality standards and training in vocational rehabilitation practice.
- 3.4 To promote equal opportunities within the field of vocational rehabilitation.
- 3.5 To increase awareness and recognition of vocational rehabilitation.

4. APPLICATION OF THE INCOME AND PROPERTY.

- 4.1 The income and property of the VRA shall be applied solely towards the promotion of the Objects.
- 4.2 A Trustee may pay out of, or be reimbursed from, the property of the VRA reasonable expenses properly incurred by him or her when acting on behalf of the VRA.
- 4.3 None of the income or property of the VRA may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the VRA. This does not prevent:
 - 4.3.1 A member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the VRA;
 - 4.3.2 A Trustee from:

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- 4.3.2.1 Buying goods or services from the VRA upon the same terms as other members or members of the public;
 - 4.3.2.2 Receiving a benefit from the VRA in the capacity of a beneficiary of the VRA, provided that the Trustees comply with the provisions of sub clause (6) of this clause, or as a member of the VRA and upon the same terms as other members;
- 4.3.3 The purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a trustee or other officer 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 VRA but excluding:
 - 4.3.3.1 Fines;
 - 4.3.3.2 Costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 - 4.3.3.3 liabilities to the VRA that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the VRA or in respect of which the person concerned did not care whether that conduct was in the best interests of the VRA or not.
- 4.4 No Trustee may be paid or receive any other benefit for being a Trustee.
- 4.5 A Trustee may:
 - 4.5.1 Sell goods, services or any interest in land to the VRA;
 - 4.5.2 Be employed by or receive any remuneration from the VRA;
 - 4.5.3 Receive any other financial benefit from the VRA, if:
 - 4.5.4 He or she is not prevented from so doing by sub-clause (4) of this clause; and
 - 4.5.5 The benefit is permitted by sub-clause (3) of this clause; or
 - 4.5.6 The benefit is authorised by the Trustees in accordance with the conditions in sub-clause (6) of this clause.
- 4.6. If it is proposed that a Trustee should receive a benefit from the VRA that is not already permitted under sub-clause (3) of this clause, he or she must:
 - 4.6.1 Declare his or her interest in the proposal;

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- 4.6.2 Be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
- 4.6.3 Not be counted in determining whether the meeting is quorate;
- 4.6.4 Not vote on the proposal.
- 4.7 In cases covered by sub-clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the VRA to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
- 4.8 The Trustees may only authorise a transaction falling within paragraphs 5.1 – 5.3 of this clause if the trustee body comprises a majority of Trustees who have not received any such benefit.
- 4.9 If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the VRA the value of any benefit received by the Trustee from the VRA.
- 4.10 A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the VRA and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- 4.11 In this Clause 4, "Trustee" shall include any person firm or company connected with the Trustee.

5. DISSOLUTION.

- 5.1 If the members resolve to dissolve the VRA the Trustees will remain in office as VRA trustees and be responsible for winding up the affairs of the VRA in accordance with this clause.
- 5.2 The Trustees must collect in all the assets of the VRA and must pay or make provision for all the liabilities of the VRA.
- 5.3 The Trustees must apply any remaining property or money:
 - 5.3.1 Directly for the Objects;
 - 5.3.2 By transfer to any VRA or charities for purposes the same as or similar to the VRA;

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- 5.3.3 In such other manner as the Charity Commissioners for England and Wales ("the Commission") may approve in writing in advance.
- 5.4 The members may pass a resolution before or at the same time as the resolution to dissolve the VRA specifying the manner in which the Trustees are to apply the remaining property or assets of the VRA and the Trustees must comply with the resolution if it is consistent with paragraphs 5.3.1 – 5.3.3 inclusive in sub-clause (5.3) above.
- 5.5 In no circumstances shall the net assets of the VRA be paid to or distributed among the members of the VRA (except to a member that is itself a VRA).
- 5.6 The Trustees must notify the Commission promptly that the VRA has been dissolved. If the Trustees are obliged to send the VRA's accounts to the Commission for the accounting period which ended before its dissolution, they must send to the Commission the VRA's final accounts.

6. AMENDMENTS.

- 6.1 Any provision contained in Part 1 of this constitution may be amended provided that:
 - 6.1.1 No amendment may be made that would have the effect of making the VRA cease to be a VRA at law;
 - 6.1.2 No amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the RA;
 - 6.1.3 No amendment may be made to clause 4 without the prior written consent of the Commission;
 - 6.1.4 Any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- 6.2 Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- 6.3 A copy of any resolution amending this constitution must be sent to the Commission within twenty one days of it being passed.

[PART 2]

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7. MEMBERSHIP.

Membership of the Vocational Rehabilitation Association is open to all individuals with an interest in the aims and objectives of the VRA. **The following classes of membership are available**

7.1 PROFESSIONAL MEMBERSHIP.

For members who have been trained or obtained relevant experience, for at least 4 years, as outlined in the Professional Development and Maintenance section of the VRA standards. All members in this category will obtain professional recognition from the VRA, to support them to practice within the field of Vocational, as long as they adhere to the VRA standards. Professional members might include:

- Professionals who have been trained and studied to degree level in VR related course in UK or overseas
- If they do not hold formal qualifications they must have direct work related experience within the VR field for 4 or more years which can be verified and supported by a supervisor/manager who is a recognised vocational rehabilitation professional, and ratified by the VRA's Membership Task Group. Professional members might include
- Rehabilitation Case Managers,
- Rehabilitation Councillors,
- Vocational/Employment Consultants,
- Rehabilitation treatment/training providers,
- Disability Employment Advisors,
- Employment Support Workers
- Occupational Therapists.

Professional members must be practising or eligible to practise within the VRA defined Scope of Practice. Professional members are voting members of the Association.

7.2 ASSOCIATE MEMBERSHIP

For members who have been trained or obtained relevant experience, as outlined in the Professional Development and Maintenance section of the VRA standards, but who have yet to secure the 4 years relevant experience that would qualify them for Professional Membership. Associate members have the right to vote at the VRA's AGM

7.3 AFFILIATE MEMBERSHIP

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For those who have an interest in VR in the UK or those who do not qualify for Associate or Professional membership at the time of application. No affiliate member will be endorsed by the VRA as officially able to work within the field of VR. Affiliate members will not have the right to vote at the VRA's AGM.

Affiliate members might include:

- Solicitors
- Employers
- Insurers
- Members who have trained/worked in VR overseas and not based in the UK
- Those with less than 4 years experience and no formal relevant training but are working within the VR field.

7.4 STUDENT MEMBERSHIP

No student member will be endorsed by the VRA as officially able to practice, for financial gain, within the field of VR. Student members should not be currently practicing Vocational Rehabilitation. Students must be enrolled on a specific full or part time course and be able to prove participation through tutor signature or enrolment paperwork. Student membership does not automatically imply endorsement by the VRA of the course or programme of study. Student members will not have the right to vote at the VRA's AGM.

8. MEMBERSHIP RULES:

All members of the VRA are required to adhere to the following rules:

- 8.1 Members are required to undertake never to advertise their personal membership of the VRA to endorse services or for any other reason.
- 8.2 Membership does not authorise or allow access to a list of individual VRA members for mailing or marketing purposes.
- 8.3 Affiliated members are ineligible to vote or be represented as a Trustee of the VRA.
- 8.5 Membership of the VRA is subject to review by the Board of Trustees and, in the event of proven breach, the member may be terminated without notice.
- 8.6 Membership of the VRA does not imply that the VRA or its Board of Trustees recommends or endorses any member as a service provider and neither the VRA nor its Board of Trustees accepts any responsibility or liability in this regard.
- 8.7 The Trustees may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the VRA to refuse

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the application. The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision. The Trustees must consider any written representations the applicant may wish to make in response to the Trustees' decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

8.8 Membership is not transferable to anyone else.

9 MEMBERSHIP SUBSCRIPTIONS:

9.1 The amount of the subscription will be proposed by the Board of Trustees and ratified at the Annual General Meeting.

9.2 The membership for individuals or organisations that fail to pay their subscriptions within three calendar months of the due date will automatically lapse.

9.3 Applications for reinstatement of lapsed membership shall be at the discretion of the Board of Trustees and subject to payment of outstanding subscriptions upon application.

10. TERMINATION OF MEMBERSHIP.

10.1 Membership is terminated if:

10.1.1 The member dies or, if it is an organisation, ceases to exist;

10.1.2 The member resigns by written notice to the VRA unless, after the resignation, there would be less than two members;

10.1.3 Any sum due from the member to the VRA is not paid in full within six months of it falling due;

10.2 The member is removed from membership by a resolution of the Trustees it is in the best interests of the VRA that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

10.2.1 The member has been given and received at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;

10.2.2 The member or, at the option of the member, the member's representative (who need not be a member of the VRA) has been allowed to make representations to the meeting.

11 CONDUCT OF MEMBERS

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- 11.1 Members are expected to behave in accordance with the VRA Code of Ethics, appended to this document as Annex 1

12 DISCIPLINARY MATTERS

- 12.1 All Members of the VRA are expected to behave in an ethical and professional manner at all times. The Board of Trustees will have the power to expel from membership any Member proved to have acted unethically or unprofessionally or whose actions have been injurious to the reputation or interests of the VRA and to people with disability.
- 12.2 The member will be informed in writing of the Board of Trustees decision and the reasons for the decision. Members so informed will have the right to appeal through the Chair against the decision to a full meeting of Trustees.

13. GENERAL MEETINGS OF THE VRA

- 13.1 The VRA's Annual General Meeting will be held within 14 months of the previous Annual General Meeting.
- 13.2 Members will be given a minimum of four weeks notice in writing of the Annual General Meeting.
- 13.3 A general meeting may be called by shorter notice, if it is so agreed by a quorum of all members entitled to attend and vote.
- 13.4 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- 13.5 The notice must be given to all the members and to the Trustees
- 13.6 Each full member will be entitled to be represented at the Annual General Meeting. Twelve or more Members present will form a quorum.
- 13.7 Decisions will be made by a majority vote on a show of hands. In the event of a stalemate, the Chairman will have the deciding vote.
- 13.8 The Annual General Meeting will:
 - 13.8.1 Receive a report from the Chairman on the activities of the VRA in the preceding year and consider adoption of the report.
 - 13.8.2 Receive a report from the Secretary/Treasurer on the financial position of the VRA and consider the adoption of the accounts for the preceding financial year
 - 13.8.3 Agree the subscription for the following year.
 - 13.8.4 Elect the Board of Trustees for the following year.

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- 13.8.5 Consider proposed revisions and / or alteration of rules.
- 13.8.6 Consider such other business as shall be specified in the notice convening the meeting.
- 13.9 The Board of Trustees will meet at least four times a year including the AGM or more frequently at their discretion. Four or more Members present will form a quorum.
- 13.10 The Board of Trustees will consider applications for vacant Trustee posts as set out in Para 20 below.
- 13.11 Board of Trustee meetings will consider disciplinary matters in accordance with Para10 above.
- 13.12 The Board of Trustees will set up Task groups or Committees to carry forward appropriate initiatives on behalf of the VRA.
- 13.13 The Board of Trustees will organise meetings of the VRA and arrange other events.
- 13.14 The Board of Trustees will liase with relevant organisations in the furtherance of the VRA's Aims and Objectives.

14. QUORUM.

- 14.1 No business shall be transacted at any general meeting unless a quorum is present. A quorum is;
- Twelve [12] members entitled to vote upon the business to be conducted at the meeting; or
 - One tenth of the total membership at the time, whichever is the greater.
- 14.2 If:
- 14.2.1 A quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Trustees shall determine.
- 14.2.3 The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 14.3 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

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15. CHAIR.

- 15.1 General meetings shall be chaired by the person who has been elected as Chair.
- 15.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting the Vice Chair shall chair the meeting.
- 15.3 If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- 15.4 If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their numbers to chair the meeting.

16. ADJOURNMENTS.

- 16.1 The members present at a meeting may resolve that the meeting shall be adjourned.
- 16.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 16.3 No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 16.4 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.

17. VOTES.

- 17.1 Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 17.2 A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

18. REPRESENTATIVES OF OTHER BODIES.

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- 18.1 Any organisation that is a member of the VRA may nominate any person to act as its representative at any meeting of the VRA.
- 18.2 The organisation must give written notice to the VRA 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 VRA. The nominee may continue to represent the organisation until written notice to the contrary is received by the VRA.
- 18.3 Any notice given to the VRA will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The VRA shall not be required to consider whether the nominee has been properly appointed by the organisation.

19. OFFICERS AND TRUSTEES.

- 19.1 The Board of Trustees shall comprise of a minimum of four members, and not exceed fourteen members, who unless otherwise agreed, undertake the following roles:
 - 19.1.1 Chair
 - 19.1.2 Vice Chair
 - 19.1.3 Treasurer
 - 19.1.4 Membership Secretary
 - 19.1.5 Any additional members appointed by the Chair to carry out additional duties on behalf of the Trustees
- 19.2 In addition, the VRA shall appoint a **Patron** who shall be entitled to attend all meetings called by the Chair, Officers or members of the Association and will have the same voting rights as Professional and Associate members of the VRA.
- 19.3 Terms of reference covering the duties and responsibilities of the Officers of the VRA are appended to this Constitution as Annex 2
- 19.4 As far as possible, the Board of Trustees will represent public, private and voluntary sector providers of vocational rehabilitation services
- 19.5 Trustees will be elected individually at each Annual General Meeting by a majority vote of all Members present or by proxy.
- 19.6 The Chair shall be elected annually by a majority vote of Trustees at the first meeting of the Board of Trustees following the Annual General Meeting.
- 19.7 Where the Chair either resigns before the Annual General Meeting, or in seeking re-election, at the first meeting of the Board of Trustees, following the Annual General Meeting does not receive a majority vote in favour of his or her

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re-election, the current Vice Chair will become Chair subject to having been endorsed by a majority vote of all Trustees.

- 19.8 Trustees will then be required to elect a new Vice Chair by a majority vote of all Trustees.
- 19.9 Should the existing Vice Chair be unwilling to become Chair, the Trustees shall be required to elect a new Chair by a majority vote of all Trustees at the subsequent meeting. The Vice Chair will be acting chair in the interim.
- 19.9 Trustees wishing to stand down must give at least 6 weeks notice of their intention to do so.
- 19.10 When a vacancy for a Trustee arises, anyone who has a minimum of one year's continuous membership of the VRA and who wishes to apply for consideration must put their name forward in writing to the Chairman of the Board of Trustees together with the name of a Member representative who will propose their election.
- 19.11 The application will be considered at the next meeting of the Board of Trustees, and the applicant notified of the outcome. If approved by the majority of Trustees, the members' nomination will be submitted for consideration by members at the following AGM.

20. THE APPOINTMENT OF TRUSTEES.

- 20.1 The VRA in general meeting shall elect the Trustees.
- 20.2 The Trustees may appoint any person who is willing to act as a Trustee. Subject to paragraph 19.1 of this clause, they may also appoint Trustees to act as officers.
- 20.3 Each of the Trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- 20.4 No-one may be elected a Trustee at any annual general meeting unless, prior to the meeting, the VRA is notified that required documentation is signed by a member entitled to vote at the meeting. The documentation must:
 - 20.4.2 State the member's intention to propose the appointment of a person as a Trustee,
 - 20.4.3 Be signed by the person who is to be proposed to show his or her willingness to be appointed.
- 20.5 The appointment of a Trustee, whether by the VRA in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees.

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- 20.6 The Trustees may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office other than the Chair as per 19.6.

21. POWERS OF TRUSTEES.

The Trustees must manage the business of the VRA and they have the following powers in order to further the Objects (but not for any other purpose):

- 21.1 To raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- 21.2 To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 21.3 To sell, lease or otherwise dispose of all or any part of the property belonging to the VRA. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
- 21.4 To borrow money and to charge the whole or any part of the property belonging to the VRA as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;
- 21.5 To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 21.6 To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 21.7 To acquire, merge with or enter into any partnership or joint venture arrangement with any other VRA formed for any of the Objects;
- 21.8 To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 21.9 To obtain and pay for such goods and services as are necessary for carrying out the work of the VRA;
- 21.10 To open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- 21.11 To do all such other lawful things as are necessary for the achievement of the Objects.
- 21.12 No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees. Any meeting

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of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

22. DISQUALIFICATION AND REMOVAL OF TRUSTEES.

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

- 22.1 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);
- 22.2 Ceases to be a member of the VRA;
- 22.3 Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 22.4 Resigns as a Trustee by notice to the VRA (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- 22.5 Is absent without the prior permission of the Chair of the Trustees from three successive meetings held within a period of one year following the Annual General Meeting and the Trustees resolve that his or her office be vacated.
- 22.6 Absence from Trustee meetings does not absolve Trustees from participating in the business of the VRA between meetings.

23. PROCEEDINGS OF TRUSTEES.

- 23.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- 23.2 Any Trustee may call a meeting of the Trustees.
- .23.4 Questions arising at a meeting that cannot be agreed must be decided by a majority of votes.
- 23.5 In the case of an equality of votes, the Chair shall have a second or casting vote.
- 23.6 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- 23.7 The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees.
- 23.8 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

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- 23.9 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 23.10 The person elected as the Chair shall chair meetings of the Trustees.
- 23.11 If the Chair is unwilling to preside or is not present within fifteen minutes after the time appointed for the meeting, the Vice Chair shall chair that meeting.
- 23.12 The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.
- 23.13 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- 23.14 The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

24. DELEGATION.

- 24.1 The Trustees may delegate any of their powers or functions to a Task Group of two or more Trustees but the terms of reference of the Task Group must be recorded.
- 24.2 The Trustees may impose conditions when delegating, including the conditions that:
- 24.2.1 The relevant powers are to be exercised exclusively by the Task Group whom they delegate;
 - 24.2.2 No expenditure may be incurred on behalf of the VRA except in accordance with a budget previously agreed by the Trustees.
 - 24.2.3 The Trustees may revoke or alter a delegation.
 - 24.2.4 All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

25. IRREGULARITIES IN PROCEEDINGS.

- 25.1 Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- 25.1.1 Who was disqualified from holding office

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25.1.2 Who had previously retired or who had been obliged by the constitution to vacate office

25.1.3 Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise, if, without:

the vote of that Trustee; and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

25.2 Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.

25.3 No resolution or act of:

25.3.1 The Trustees;

25.3.2 Any committee of the Trustees;

25.3.3 The VRA in general meeting,

shall be invalidated by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the VRA.

26. MINUTES.

The Trustees must keep minutes of all:

26.1 Appointments of Officers and Trustees made by the Trustees;

26.2 Proceedings at meetings of the VRA;

26.3 Meetings of the Trustees and Task Groups and or committees of Trustees including:

26.3.1 The names of the Trustees present at the meeting;

26.3.2 The decisions made at the meetings; and

26.3.3 Where appropriate the reasons for the decisions.

27. ANNUAL REPORT AND RETURN AND ACCOUNTS.

The Trustees must comply with their obligations under the Charities Act 1993 with regard to:

27.1 The keeping of accounting records for the VRA;

27.2 The preparation of annual statements of account for the VRA;

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- 27.3 The transmission of the statements of account to the VRA;
- 27.4 The preparation of an annual report and its transmission to the Commission;
- 27.5 The preparation of an annual return and its transmission to the Commission.
- 27.6 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

28. REGISTERED PARTICULARS.

The Trustees must notify the Commission promptly of any changes to the VRA's entry on the Central Register of Charities.

29. PROPERTY.

- 29.1 The Trustees must ensure the title to:
 - 29.1.1 All land held by or in trust for the VRA that is not vested in the Official Custodian of Charities; and
 - 29.1.2 All investments held by or on behalf of the VRA,

is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.
- 29.2 The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the VRA.
- 29.3 The Trustees may remove the holding trustees at any time.

30. REPAIR AND INSURANCE.

- 30.1 The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the VRA (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

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31. NOTICES.

- 31.1 Any notice required by this constitution to be given to or by any person must be:
 - 31.1.1 In writing; or
 - 31.1.2 Given using electronic communications.
- 31.2 Notice may be given to a member either:
 - 31.2.1 Personally; or
 - 31.2.2 By sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - 31.2.3 By Leaving it at the address of the member; or
 - 31.2.4 By giving it using electronic communications to the member's address held on record by the Vocational Rehabilitation Association at the time of the notification.
- 31.3 A member who does not register an address with the VRA or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the VRA.
- 31.4 A member present in person at any meeting of the VRA shall be deemed to have received notice of the meeting and of the purposes for which it was called.
 - 31.4.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - 31.4.2 Proof that a notice contained in an electronic communication was properly addressed and sent shall be conclusive evidence that the notice was given.
 - 31.4.3 A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

32. RULES.

- 32.1 The Trustees may from time to time make rules or bye-laws for the conduct of their business. The bye-laws may regulate the following matters but are not restricted to them:
- 32.2 the admission of members of the VRA (including the admission of organisations to membership) and the rights and privileges of such

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members, and the entrance fees, subscriptions and other fees or payments to be made by members;

- 32.2 The conduct of members of the VRA in relation to one another, and to the VRA's employees and volunteers;
- 32.3 The setting aside of the whole or any part or parts of the VRA's premises at any particular time or times or for any particular purpose or purposes;
- 32.4 The procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by this constitution;
- 32.5 The keeping and authenticating of records. (If regulations made under this clause permit records of the VRA to be kept in electronic form and require a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
- 32.6 Generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
 - 32.6.1 The VRA in general meeting has the power to alter, add to or repeal the rules or bye-laws.
 - 32.6.2 The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the VRA.
 - 32.6.3. The rules or bye-laws shall be binding on all members of the VRA. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution

End of Document

Trustee Nominations

The following people are standing as trustees:

- Deborah Edwards
- Kerry Foster
- Andrew Frank
- Linda Ingram
- Gary Johnston
- Christine Parker
- Joy Reymond

Deborah Edwards

Why would you like to be considered to be a Trustee?

To continue to facilitate the development of vocational rehabilitation in the UK.

What experience and expertise do you believe you would bring to the role?

I have been involved with the VRA and sitting as a Trustee for over 5 years and currently I am the Chair. I manage a team of case managers delivering case management and VR. I am also a Director of the newly formed Institute of Registered Case Managers, although this is currently proceeding through Companies House. My role in this is based on being the Chair of the VRA.

Kerry Foster

Why would you like to be considered to be a Trustee?

Value making a contribution to the system in UK; also appreciate the opportunity to see how other parts might work

What experience and expertise do you believe you would bring to the role?

30 years in workplace rehabilitation; Councilor on NSW Council of Australian Rehab Providers Association for many years. Associate member of Health Benefits of Good Work Signatory Steering Group.

Andrew Frank

Why would you like to be considered to be a Trustee?

I have been involved with vocational rehabilitation since 1977 and a trustee of the VRA for about 12 years including being its Chair and recently being awarded Honorary Life membership. Colleagues tell me that my occasional comments or reflections are valuable to them.

What experience and expertise do you believe you would bring to the role?

Over a professional life of 41 years I have supported numerous charities including the RNIB, Arthritis Care and RADAR.

Linda Ingram

Why would you like to be considered to be a Trustee?

I am motivated to apply for this trustee role to be involved in the future direction of vocational rehabilitation. I would aim to ensure that 'work' remains at the core of healthcare and rehabilitation planning for the most catastrophically injured client group to allow them to have a voice within the industry and enjoy good access to support. I

would also like to be involved in working to support the client group with the most seriously and life changing injuries be offered the option to use their personal health budgets to achieve their vocational outcomes.

What experience and expertise do you believe you would bring to the role?

I have been a Registered Nurse for over 35 years initially training in the British Army (QARANC) where rehabilitation back into military roles played a large part of the role of the army nurse. I also completed a BSc in cancer and palliative care between 1999 and 2003 from which I developed many skills and interests.

Since 2001 I have worked as a claims visitor in income protection, senior claims visitor for 7 years, case manager in personal injury, team manager and Operations Manager to teams of clinical and vocational case managers. Much of this time was spent working with clients or supervising colleagues to support clients back into work or study.

Due to my background in cancer and palliative care nursing I was also given the opportunity to develop a case management support service for employees off work with cancer in 2008/2009 with a major insurer; this was one of the first services of this kind and was highly successful service which quickly and went on to be nominated for and win an award.

In 2016 I moved into my current role as Operations Manager, Rehabilitation and Case Management and provide supervision to a large team of clinical and vocational case managers working with clients with severe and life changing injuries. This role includes service development to ensure we are meeting the needs some of the most vulnerable and badly injured clients whilst supporting them in their choices to work or study.

Within my role as a Trustee of the VRA I am an active member of the membership committee, attend and participate in board meetings, promote the VRA in the industry and am joining the events committee for conferences in 2020.

Gary Johnston

Why would you like to be considered to be a Trustee?

I have a passion and commitment to furthering the health and wellbeing of employees. I regard the Trustee role as a chance to further that goal.

What experience and expertise do you believe you would bring to the role?

30-years experience gained in both Australia and the UK, in assisting people with a disability, injury or health conditions to maximize function and where possible return to work.

I have gained over 25yrs years experience in assisting people with a range of injuries and disabilities to maximise independence and gain or return to work. Specific specialty in assisting people with long term conditions, spinal injuries, mental health, return to work after cancer or HIV diagnosis.

I have mostly worked in service establishment and quality enhancement for the past 10 years in the UK.

I was a VRA Trustee for 5 years and ceased formal links as I went back to university full time. Whilst at university I represented the VRA at a Work Foundation review on productivity and HIV plus delivered a session on VR and Cancer at a Midlands Oncology conference.

Christine Parker

Why would you like to be considered to be a Trustee?

I first became a Trustee in 2010 it has been a very rewarding experience. I have learnt a lot about the workings of the VRA and been inspired by the dedication of fellow Trustees in efforts to address the challenges facing practitioners and professionals in this area. I would like to continue to build on this experience with the VRA, in order to contribute to the exciting new developments on the horizon and am particularly keen to help further support and promote the reflexive and professional approach to vocational rehabilitation practice that has been growing for some time.

What experience and expertise do you believe you would bring to the role?

I qualified as a physiotherapist in 1980 and have considerable experience in the management of complex rehabilitation cases in a range of secondary and primary care settings. I held clinical management posts in the NHS and took a lead on developing clinical quality and effectiveness in community services. I progressed to clinical lead role in an interdisciplinary pain management service where we became acutely aware of the long-term impact that negative workplace experiences can have upon those struggling to manage long-term health issues and stay in work or return to work. This prompted us to develop a focus on improving participation through vocation and employment; facilitating empowerment and self-management.

As an academic I have been working with colleagues to address gaps in communication and coordination between healthcare and the workplace within both undergraduate and postgraduate education and I was the programme lead for an MSc in Occupational and Vocational Rehabilitation; aiming to develop knowledge and skills and facilitate better communication, through shared learning experiences for a wide range of practitioners.

I have also been involved in research into improving sickness absence patterns in the NHS; the development of cost-effective models in VR practice; and the development and evaluation of a number of projects aimed at improving the quality of work-related health outcomes in routine healthcare practice.

I have a Masters in Practice Development (Pain Management); a PGCert in Higher Education Practice and Research; a Certificate in Workplace Mediation; and I am a Fellow of the Higher Education Academy.

I have also worked in the private sector as an Associate for Vitality360, a rehab company specializing in chronic fatigue and chronic symptom management. Working with Vitality360 involved assessing and supporting clients to improve functional ability, making steps towards returning to work after long term absence, and reporting to insurers and commissioners.

Joy Reymond

Why would you like to be considered to be a Trustee?

I would like to continue my active involvement in the development of the VRA as a vibrant and important organisation for the development of the profession in the UK. I believe the VRA Board will benefit from a combination of new voices alongside those who have experience working in the organisation, and I believe I can provide the

continuity and experience which would be of value to the Board, having served now for 13 years

What experience and expertise do you believe you would bring to the role?

I am an active member of the Board, and participate fully in its meetings, helping it develop a full role in the UK rehabilitation market.

I have been treasurer of the VRA for 12 years and have managed our limited resources with care.

I assist in the development and delivery of the VRA's conferences including Corporate member events. I support the Membership Committee and the Student committee.

Vocational Rehabilitation Association

Treasurer's Report & Financial Review 2018

In 2018, the charity's principal sources of funds were membership fees with a minor contribution from delegate fees.

The VRA does not have an official reserves policy. However, it does currently hold sufficient funds (now at £21,019.52) to meet its planned expenditure for in excess of one year.

Because we typically rely on significant revenue from our events, 2018 was a difficult year for the VRA, as two planned conferences did not go ahead. As of December 31st, our working funds had declined by £7,776.68, to give us a financial position at year end of £26,419.77. During the year we withdrew £4,000 from our reserves to cover these losses.

INCOME

On a very positive note, individual & corporate memberships (£15,787.61) more than doubled for the second year in a row, and last year they were almost sufficient to cover the Association's operating costs. Receipts from our annual conference were lower than usual, at just £2,264.85, as the planned 3rd 'Together' conference was deferred, and the planned conference with SOM did not take place.

EXPENSES

Our collaborative initiative with CMSUK and BABICM to develop common case management standards, continued in 2018. This is a shared expense, and our contribution in 2018 was significantly higher in 2018, at £4,813.92.

Our major expenditure in 2018 was administrative support at £17,202.67. We anticipate lower costs in 2019 with a more cost-efficient administrative arrangement.

Trustee travel & meeting expenses were a minor expense at £607.82. Further details of expenditures are available in the attached Profit and Loss report and the 2018 Balance Sheet.

The Financial Outlook for 2019 & 2020

We have taken significant action to reduce our administrative expenses for 2019 and have vigorously sought additional corporate and individual memberships to bolster our financial position. Additionally, we do not anticipate further invoices during the year for the case management standards initiative. We anticipate that our expenditures will approximately match our income in 2019.

The outlook is cautiously positive and we expect better results in 2020.

Respectfully Submitted

Joy Reymond
Treasurer and Trustee, Vocational Rehabilitation Association.

7:56 PM

31/10/19

Accrual Basis

VRA2
UK Balance Sheet - Standard
As of 31 December 2018

	<u>31 Dec 18</u>
ASSETS	
Current Assets	
Cash at bank and in hand	
Business Premium Account1	1,005.42
Business Premium Account2	21,019.52
Community Account	<u>4,394.83</u>
Total Cash at bank and in hand	<u>26,419.77</u>
Total Current Assets	26,419.77
NET CURRENT ASSETS	<u>26,419.77</u>
TOTAL ASSETS LESS CURRENT LIA...	<u>26,419.77</u>
NET ASSETS	<u>26,419.77</u>
Capital and Reserves	
Share Capital Account	34,196.45
Profit for the Year	<u>-7,776.68</u>
Shareholder funds	<u>26,419.77</u>

VRA Membership Rates

The membership fees have remained unchanged for the last 3 years. We are continuing to honour the standing order discount when people renew on this basis. We previously offered discounts for 3-year memberships on standing order, but these have not been very popular, and they are fiddly to administer.

During that period admin and other costs have not stood still and so it is therefore proposed that from 1st January the fees are increased for each category as outlined in the table below.

Category	Description	Current Fee	Proposed Fee	Change
Student	Not in employment; study must be relevant	Free	Free	No change
Affiliate	Non practising but interest in VR	£45	£50	£5
Associate	Less experienced Practitioner	£55	£60	£5
Professional	Experienced practitioner	£75	£85	£10
Micro organisation	Sole-trader - includes 1 free member – additional members 25% discount	£95	£105	£10
Small organisation	Less than £1M turnover - includes 2 free members – additional members 25% discount	£250	£275	£25
Large organisation	Over £1M turnover - includes 3 free members – additional members 25% discount	£500	£550	£50

We propose that this new schedule of fees be approved with effect on January 1st 2020 and published in the next VRA newsletter.

We propose that we continue the discount of £10 off the rates outlined above, for professional and corporate members.

We propose that we discontinue the 3 year renewal discount, and offer instead the standing order discounted renewal rate for one year, as above.

To assist with the transition next year, we propose that for anyone with a renewal date in 2020, we will renew them at today's rates if they pre-pay their renewal before the end of the year.

Actions resulting from the approval of these proposals:

1. Announcement in newsletter
2. Amendment of website membership page – also put this information on a splash page to alert members of the impending change.