

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 October 29th, 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 October 29th 2019, the Vocational Rehabilitation Association resolved, by majority vote, to adopt the Constitution of the Vocational Rehabilitation Association, as attached and dated October 29th 2019.

Signed

Deborah Edwards, Chair, Vocational Rehabilitation Association, October 29th 2019”

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Adopted by the Vocational Rehabilitation Association on the 29th day of October 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

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