

CONSTITUTION

CAMPHILL FAMILIES AND FRIENDS

Previously officially known as:

THE ASSOCIATION OF PARENTS, RELATIVES AND FRIENDS OF CAMPHILL

Charity Number 1078930

Constitution adopted on the 16th day of October 1999

Constitution amended at AGM 23rd June 2012

A **Name**

The Name of the Association is "Camphill Families and Friends"

B **Administration**

Subject to matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution ("the Executive Committee").

C **Objects**

The Association's objects ("the objects") are:

To help and support individuals with special needs who wish to live in Camphill communities in England, Wales and Scotland.

D

Powers

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

(i) power to work with and become a member of the Association of Camphill Communities and with individual Camphill Communities:

(ii) power to work with and become a member of the European Co-operation in Anthroposophical Curative Education and Social Therapy (ECCE) and with the national parent groups:

(iii) power to work with Camphill communities in other countries:

(iv) power to undertake campaigns in support of those with learning disabilities:

(v) undertake fund-raising initiatives to raise funds and to invite and receive contributions to meet the costs of the Association provided that in raising funds the Executive Committee shall conform to any relevant requirements of the law:

(vi) power to buy, take on lease or exchange, any property necessary for the achievement of the objects and to maintain and equip it for use:

(vii) power subject to any consents required by law to sell, lease or dispose of any part of the property of the Association:

(viii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association:

(ix) power to work with statutory authorities , advisory bodies and government committees in order to further the objects:

(x) power to co-operate with and make donations or loans to other associations, voluntary bodies and statutory authorities, in furtherance of the objects or of similar purposes and to exchange information and advice with them:

(xi) power to establish or support any charitable trusts, associations or institutions serving all or any of the objects:

(xii) power to appoint and constitute such advisory committees as the Executive Committee may think fit:

(xiii) power to contract individuals to represent and further the work of the Association:

(xiv) power to do all such other lawful things as are necessary for the achievement of the objects.

E **Membership**

1 Membership of the Association shall be open to:

- (i) All parents and siblings of companions at Camphill communities in England, Wales and Scotland.*
- (ii) individuals who are interested in furthering the work of the Association and have paid any voluntary annual subscription or such other undertaking laid down from time to time by the Executive Committee, and*
- (iii) any body corporate or unincorporated association which is interested in furthering the Association's work and has paid any annual subscription laid down from time to time by the Executive Committee (any such body being called in this constitution a "member organisation").*

2 Every member shall have one vote:

3 Each member organisation shall appoint an individual to represent it and to vote on its behalf at meeting of the Association; and may appoint an alternate to replace its appointed representative at any meeting of the Association if the appointed representative is unable to attend.

4 Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from

or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.

5 The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before the final decision is made.

F *Honorary Officers*

At the annual general meeting of the Association the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

G *Executive Committee*

(1) The Executive Committee shall consist of not less than 5 members, with ideally at least one representative from each region being North, South East, South West & Wales, and not more than 15 members being:

(a) the Honorary officers specified in the preceding clause

(b) not less than 1 and not more than 12 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;

(2) The Executive Committee may in addition appoint not more than 5 co-opted members (e.g co-workers or key personalities) but so that no-one may be appointed as a co-opted member if, as a result more than one third of the members of the Executive committee would be co-opted members. Each appointment of a co-opted member shall be made at a meeting of the Executive Committee called under clause 'J' and shall take effect from the end of the meeting unless the appointment is to fill a

(3) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive committee resolve that his or her office is vacated; or

(4) notifies to the Executive committee a wish to resign (but only if at least three members of the Executive committee will remain in office when the notice of the resignation is take to effect).

I ***Executive Committee Members not to be personally interested***

(1) Subject to the provisions of sub-clause (2) of this clause no member of the Executive committee shall acquire any interest in property belonging to the Association (otherwise than a trustee for the Association) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

(2) Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm/company when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Association: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

J ***Meetings and proceedings of the Executive Committee***

(1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 14 days' notice being given to the other members of the Executive committee of the matters to be discussed but if the

matters include an appointment of a co-opted member then not less than 21 days' notice must be given.

(2) The chairman shall act as chairman at meetings of the Executive committee. If the chairman is absent from any meeting, the members of the Executive committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.

(3) There shall be a quorum when at least one third of the number of members of the executive Committee for the time being or three members of the Executive Committee, whichever is greater, are present at a meeting.

(4) Every matter shall be determined by a majority of votes of the members of the Executive committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.

(5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any subcommittee.

(6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

(7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

K

Receipts and Expenditure

(1) The funds of the Association, including all subscriptions, donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Association at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the executive Committee.

(2) The funds belonging to the Association shall be applied only in furthering the objects.

L **Property**

(1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to all investments or land held by or on behalf of the Association to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act only in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

(2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Association, the Executive committee may permit any investments held by or in trust for the Association to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M **Accounts**

The Executive Committee shall comply with the following financial regulations:

(1) the keeping of accounting records for the Association;

(2) the preparation of annual statements of account for the Association;

(3) the auditing or independent examination of the statements of account of the Association; and

N Annual General Meeting

(1) There shall be an annual general meeting of the Association which shall be held in the month of May in each year or as soon as practicable thereafter.

(2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 30 days' notice of the annual general meeting to all the members of the Association. All the members of the Association shall be entitled to attend and vote at the meeting.

(3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.

(4) The Executive Committee shall present to each annual general meeting the report and accounts of the Association for the preceding year.

(5) Nominations for election to the Executive Committee must be made by members of the Association in writing and must be in the hands of the secretary of the Executive committee at least 21 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

O Special General Meetings

The Executive Committee may call a special general meeting of the Association at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 30 days' notice must be given. The notice must state the business to be discussed.

P

Procedure at General Meetings

(1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Association.

(2) There shall be a quorum when at least one tenth of the number of members of the Association for the time being or ten members of the Charity, whichever is the greater, are present at any general meeting.

Q

Notices

Any notice required to be served on any member of the Association shall be notified through the newsletter "Camphill Pages", provided satisfactory notice is maintained and or made in writing and shall be served by the secretary or the Executive Committee on any member either personally or sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

R

Alterations to the Constitution

The Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general or special meeting. The notice of the general or special meeting must include notice of the resolution, setting out the terms of the alteration proposed.

S

Dissolution

If the Executive Committee decided that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, of which not less than 30 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and

voting the Executive Committee shall have power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the members of the Association may determine or failing that shall be applied to some other charitable purpose.

T *Arrangements until first Annual General Meeting.*

Until the first annual general meeting takes place this constitution shall take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Name: Merton Parker Date 16/10/99

Name: H Armstrong Date 16/10/99

Name: Ian Dollery Date 16/10/99

Name: Susan Smith Date 4/11/99