

Leisure Direct



CONSTITUTION OF LEISURE DIRECT (Charity No. 1050948)

1. NAME

The name of the Charity shall be *Leisure Direct*.

2. OBJECTS

To provide, or assist in the provision of, facilities for recreation or other leisure time occupation, with the object of improving the conditions of life for those who have need of such facilities as aforesaid by reason of their learning disabilities with or without mental ill health.

3. POWERS

In order to attain the above Objects, but not otherwise, *Leisure Direct* may (but need not) exercise the following powers:

- (a) To increase public awareness and understanding of the abilities of people with a learning disability, their problems and needs and those of their families, dependants and carers, in order to assist their integration into society.
- (b) To encourage mutual help and co-operation between families, dependants and carers of people with learning disabilities (particularly within the geographical vicinity of *Leisure Direct*) and also between them and other agencies and individuals who work for and/or with them.
- (c) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects of *Leisure Direct* or of similar charitable objects and to exchange information and advice with them.
- (d) To raise funds and ask for and receive contributions (including subscriptions, donations, legacies, grants and other gifts) provided that in raising funds *Leisure Direct* shall not undertake any permanent activities of a trading nature except those allowed by charity law.¹

¹ *For example running a shop selling donated goods is not considered trading in charity law. Similarly, running a sheltered workshop for the fulfilment of a charity's objects is allowable trading in charity law.*
- (e) To invest the money of *Leisure Direct* not immediately required for its purposes in or upon such investments, securities or properties as may be thought fit.
- (f) To employ such staff as are necessary for the proper pursuit of the Objects upon such terms as to remuneration and otherwise as the Executive Committee shall

decide provided that no paid member of staff shall also be a member of the Executive Committee.

- (g) To appoint and constitute an advisory committee of people with a learning disability and such other advisory committees as the Executive Committee shall think fit.
- (h) To borrow or raise money in such manner and upon such terms as *Leisure Direct* shall think fit and, for the purpose of securing any debt or other obligation of *Leisure Direct*, to mortgage or charge all or part of the property of *Leisure Direct*.
- (i) To buy, take on lease or in exchange any buildings and/or land and to maintain and equip such buildings and/or land for use and to sell, lease or otherwise dispose of them subject to complying with such conditions and obtaining such consents as may be required by charity law.
- (j) To undertake or accept any trusts or obligations.
- (k) To do all such other lawful things as shall further the attainment of the above Objects.

4. MEMBERSHIP AND SUBSCRIPTIONS

- (a) Membership of *Leisure Direct* shall be open to all people aged 18 years and over who have a learning disability with or without mental ill health and those persons who are registered as volunteers who declare their support for and are in sympathy with the Objects stated above.
- (b) Membership shall be granted to those individuals who submit an application in a form prescribed by the Executive Committee provided that applicants meet the membership criteria contained in sub-clause (a) above and pay any subscriptions or payments required under sub-clause (c) below. Membership lists may, however, be closed at the Executive Committee's discretion if facilities for members would otherwise become inadequate.
- (c) The Executive Committee may (but need not) decide an annual subscription or other payment(s) for membership provided that in individual cases of hardship it may waive the requirement to pay the subscription or payment(s). It may also make provision for life, honorary and group memberships at its discretion.
- (d) A list of members shall be kept by the Secretary (or the Membership Secretary, if one has been appointed by the Executive Committee). Entry in that list shall be conclusive evidence that any person is or is not a member.
- (e) Entry shall be made in the membership list once an application in the prescribed form has been made and the first subscription or other membership payment, if any, has been paid.
- (f) Every member shall have one vote.
- (g) The Executive Committee may for good reason terminate the membership of any member, provided that the member concerned shall have the right to be heard by the Executive Committee, accompanied by a relative, friend or advocate (if wished), before a final decision is made.

- (h) The Secretary or Membership Secretary shall immediately remove from the membership list the name of any individual whose membership has been terminated by the Executive Committee, or who has failed without good reason to pay a subscription three calendar months or more after a request for its payment has been made, or who has resigned in writing from membership.

5. HONORARY OFFICERS

The Honorary Officers shall consist of a Chair, a Vice-Chair, a Treasurer and Secretary and such other officers as *Leisure Direct* may decide. They shall be elected from the membership at an Annual General Meeting in accordance with Clause 7 of this Constitution and shall hold office from the end of the Annual General Meeting at which they are elected for a period of two years. At the first and alternate Annual General Meeting, the Chair and Treasurer shall be elected or re-appointed with the Vice-Chair and Secretary elected or re-appointed at the second and alternate Annual General Meeting.

6. PATRON(S), PRESIDENT AND VICE-PRESIDENT

Patron(s), a President and Vice-President(s) may be appointed by *Leisure Direct*. Any such appointments shall be decided by the membership at any General Meeting. A person so appointed shall have no voting rights except where such a person is also a member of *Leisure Direct*. A person so appointed shall also not be eligible to stand for election to the Executive Committee at an Annual General Meeting but may be co-opted as an Executive Committee member by the Executive Committee itself in accordance with the procedure set out in Clause 7 of this Constitution.

7. EXECUTIVE COMMITTEE

Composition and procedure for appointment:

- (a) Unless otherwise decided by the members at a general meeting, the maximum number of members of the Executive Committee shall be twelve.
- (b) The Executive Committee shall consist of the following persons, any of whom may have learning disabilities:
 - (i) The Honorary Officers of *Leisure Direct* described in Clause 5 of this Constitution and
 - (ii) Not less than two *Leisure Direct* members who shall be elected at an Annual General Meeting and
 - (iii) Co-opted members (who may but need not be members of *Leisure Direct*) being persons having a special interest in and qualifications for furthering the work of *Leisure Direct* appointed in accordance with sub-clause (c) below.
- (c) The Executive Committee may at any time appoint a co-opted member to fill a vacancy provided that no one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under Clause 9 of this Constitution and shall take effect from the end of that meeting unless the

appointment is to fill a place not then vacated, in which case the appointment shall take effect on the date when the place becomes vacant.

- (d) Members elected to the Executive Committee will serve for a period of two years. At the first and each Annual General Meeting thereafter, half of the Executive Members, not including the Honorary Officers (refer to para 5), shall retire from office but may be re-elected or re-appointed.
- (e) If a vacant position on the Executive Committee is not filled through election or re-election at the Annual General Meeting the following provisions apply:
 - (i) If the position is that of an Honorary Officer the person who has retired under sub-clause 7 (d) shall be deemed to be re-appointed unless the meeting resolves that he or she should not be deemed re-appointed or he or she is unwilling to act.
 - (ii) If the position is not that of an Honorary Officer, the individuals in the same sub-category of membership of the Executive Committee under sub-clause 7 (b) who have retired under sub-clause 7 (d) shall be deemed re-appointed unless the meeting resolves that he/she/they should not be deemed re-appointed or he/she/they are not willing to act. If there are more persons in each category than there are vacancies, the persons deemed re-appointed shall be those who have served the shortest time on the Executive Committee, and if any have served for the same period of time, the order of priority shall be determined by lot.
 - (iii) This sub-clause 7(e) does not apply to appointments by the Executive Committee under sub-clause 7(c) above.
- (f) Members of the Executive Committee appointed at an Annual General Meeting shall take office from the end of that meeting.
- (g) Written nominations for appointment as Honorary Officers or for other vacancies shall be required at least seven days before the Annual General Meeting provided that, if no such nominations for a particular vacancy are so received, nominations made at the meeting for that vacancy shall be valid. The Secretary shall inform the membership of a forthcoming Annual General Meeting at least twenty-one days before its date in accordance with Clause 14 of this Constitution and shall invite nominations for election to the Executive Committee at that time. Any member of *Leisure Direct* shall be entitled to submit nominations. Consent of all members so nominated will be required.
- (h) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (i) Nobody shall be appointed as a member of the Executive Committee who would, if appointed, be disqualified under the provisions of Clause 8.
- (j) No person shall be entitled to act as a member of the Executive Committee whether on a first or subsequent entry into office until he or she has signed a declaration of acceptance of willingness to act in the trusts of *Leisure Direct* as set out in this Constitution.²

² *The purpose of this requirement is to ensure that individual Executive Committee members are aware of their duties and powers as contained in the Constitution and that they are charity trustees.*

- (k) The members of the Executive Committee may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of members of the Executive Committee or sub-committees of members of the Executive Committee or other general meetings or separate meetings relevant to their work as charity trustees or the work of *Leisure Direct* or otherwise in connection with the discharge of their duties.

8. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

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

- (a) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)³

³ *Section 72 of the Charities Act basically prevents a person who has been convicted of offences involving dishonesty or fraud, who has been bankrupt or previously removed from the office of charity trustee or company director because of mismanagement from standing or continuing as charity trustee. It should be consulted in detail if a person might fall within it.*

- (b) becomes incapable by reason of mental or physical illness or injury of managing and administering his or her own affairs;
- (c) is absent without the permission of the Executive Committee from all their meetings held within a period of 6 months provided that these constitute at least two consecutive meetings and the Executive Committee resolves that his or her office be vacated;
- (d) notifies to the Executive Committee a wish to resign (but only if at least five members of the Executive Committee will remain in office when the notice of resignation is to take effect);
- (e) if he or she is removed from office by resolution of a Special General Meeting called under Clause 15(b), provided that pending the holding of such Special General Meeting a majority of the other members of the Executive Committee shall have power to suspend the Executive Committee member from office by written notice served on him or her. If the Executive Committee member is not removed from office at the Special General Meeting his or her suspension will cease.

9. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (a) The Executive Committee shall be the governing body of *Leisure Direct* and shall control the management and direction of the affairs of *Leisure Direct* and, as a result, its members constitute the charity trustees of *Leisure Direct*.⁴

⁴*The Committee forms the charity trustees of Leisure Direct and, therefore, has the duties contained in charity law as well as in its Constitution. All trustees need to be aware of these duties. Guidance on them is available from the Charity Commission.*

- (b) The Executive Committee shall hold at least four quarterly ordinary meetings each year. At least seven days' notice of such meetings shall be given. A special meeting may be called at any time by the Chair or by any two members of the Executive Committee upon not less than four days' notice being given to 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.
- (c) The Chair shall act as chair at meetings of the Executive Committee. If the Chair and Vice-Chair are absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chair of the meeting before any other business is transacted.
- (d) There shall be a quorum when at least five members of the Executive Committee are present at a meeting.
- (e) The continuing Executive Committee members or a sole continuing Executive Committee member may act notwithstanding any vacancies in their number but, if the number of Executive Committee members falls to less than five, the continuing Executive Committee member(s) may act only for the purpose of filling vacancies or for the purpose of calling a general meeting of the membership.
- (f) 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 chair of the meeting shall have a second or casting vote.
- (g) The Executive Committee shall keep minutes, in a permanent form, of the proceedings at meetings of the Executive Committee and any sub-committees.
- (h) The Executive Committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution.
- (i) The Executive Committee may appoint one or more sub-committees consisting of three or more persons (the majority of whom must be 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 and that minutes of meetings shall be kept as set out in sub-clause (g) above.

10. RECEIPTS AND EXPENDITURE

- (a) The funds of *Leisure Direct* including all donations, contributions and bequests shall be paid into an account in the name of *Leisure Direct* at such bank as the Executive Committee shall from time to time decide. All the accounts shall be operated in accordance with the instructions of the Executive Committee.
- (b) The funds belonging to *Leisure Direct* shall be applied only in furthering the Objects.

11. PROPERTY

- (a) The Executive Committee shall cause the title to all land held by or in trust for *Leisure Direct* which is not vested in the Official Custodian for Charities and all investments held by or on behalf of it to be vested either in a corporation entitled to act as custodian trustee or not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their absolute discretion and shall act 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 it.
- (b) If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of *Leisure Direct*, the Executive Committee may permit any investments held by or in trust for *Leisure Direct* 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.

12. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

- (a) Subject to sub-clause (k) of Clause 7 except with the prior written approval of the Charity Commission, no member of the Executive Committee may:
 - (i) receive any benefit in money or in kind from *Leisure Direct*; or
 - (ii) have a financial interest in the supply of goods or services to *Leisure Direct*; or
 - (iii) acquire or hold any interest in property of *Leisure Direct* (except in order to hold it as a trustee of *Leisure Direct*).
- (b) Sub-clause (a) above does not prevent any Executive Committee Members from using the facilities of *Leisure Direct* or participating in any of its activities and does not prevent them from voting on the provision to them of such facilities and activities, provided that in doing so they vote in a manner which is in the best interests of *Leisure Direct* rather than in their own best interests.
- (c) Whenever an Executive Committee member has an allowable personal interest in any matter under discussion at any meeting (as referred to in sub-clauses (a) and (b) above), he or she shall declare it at the beginning of that meeting.

13. ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN

The Executive Committee shall comply with their obligations under the Charities Act 1993⁶ (or any statutory re-enactment or modification of that Act) with regard to:

⁶*Guidance can be obtained from the Charity Commission on these obligations. Their extent depends on the income of Leisure Direct each financial year.*

- (a) the keeping of accounting records for *Leisure Direct*,
- (b) the preparation of annual statements of account for *Leisure Direct*,
- (c) the auditing or independent examination of the statements of account of *Leisure Direct* and
- (d) the transmission of the statements of account of *Leisure Direct* to the Charity Commission;
- (e) the preparation of an annual report and its transmission to the Charity Commission;
- (f) the preparation of an annual return and its transmission to the Charity Commission

14. ANNUAL GENERAL MEETING

- (a) There shall be an Annual General Meeting of *Leisure Direct* which shall be held in the month of June in each year or as soon as practicable thereafter.
- (b) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of *Leisure Direct* unless all the members entitled to attend and vote at that meeting agree to shorter notice being given. All the members shall be entitled to attend the meeting and to vote in accordance with Clause 4 of this Constitution.
- (c) The Executive Committee shall present to each Annual General Meeting the Report and Accounts of *Leisure Direct* for the preceding year.
- (d) An independent qualified auditor or independent examiner shall be appointed for the following year.
- (e) Nominations for election to the Executive Committee shall be considered and voted upon as required by Clauses 7 and 16 of this Constitution.
- (f) The meeting may also transact such other business as may be brought before it.

15. SPECIAL GENERAL MEETING

- (a) The Executive Committee may call a Special General Meeting of *Leisure Direct* at any time. If at least ten members or half of the membership, whichever may be the lesser number, request such a meeting in writing, stating the business to be considered, the Secretary shall call such a meeting. At least 21 days' notice must be given unless a majority of the members entitled to attend and vote at the meeting (together representing at least 95% of the total voting rights at that meeting of all the members) agree to shorter notice being given. The notice must state the business to be discussed. The Chair or Vice-Chair of *Leisure Direct* shall chair all such meetings but, if neither are present, before any business is transacted those present shall appoint a chair for the meeting.
- (b) A majority of the Executive Committee (excluding the member whom it is proposed should be removed) may call a Special General Meeting of *Leisure*

Direct for the purpose of considering the proposal that a member of the Executive Committee should be removed from office. If at least ten members or half of the membership, whichever may be the lesser number, request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least 21 days' notice must be given to all of the members and to the Executive Committee member whom it is proposed should be removed. If the Executive Committee member has been suspended from office under Clause 8(e) such meeting must be held no more than 42 days after that suspension. The Executive Committee member concerned shall have the right to be heard either in writing or in person at the Special General Meeting.

16. PROCEDURE AT GENERAL MEETINGS

- (a) The Secretary or other person specifically appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of *Leisure Direct*.
- (b) There shall be a quorum when at least ten members or one tenth of the number of members of *Leisure Direct*, whichever is the greater, are present at any General Meeting provided that, if *Leisure Direct* shall have less than twenty members, 50% of such members shall form a quorum.
- (c) At General Meetings, the chair shall be the Chair or Vice-Chair of *Leisure Direct* but, if neither are present, before any business is transacted those present shall appoint a chair for the meeting.
- (d) Voting at General Meetings of *Leisure Direct* shall be in accordance with Clause 4 of this Constitution, and by a show of hands, provided that the Chair at his or her discretion may, and if so requested by one third of the members present, or at least five members present and having the right to vote at the meeting, or by a member or members representing at least one tenth of the total voting rights of all the members having the right to vote at the meeting, or, in the case only of the election of Executive Committee members, by one or more of the members present and having the right to vote, shall direct a secret ballot to be held at the meeting. (Postal and Proxy voting are not allowed).
- (e) Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the members present in person.

17. NOTICES

Any notice required to be served on any member of *Leisure Direct* shall be in writing and shall be served by the Secretary of the Executive Committee on any member either personally or by sending it in a letter by special delivery addressed to such member at his/her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 2 days of posting.

18. ALTERATIONS TO THE CONSTITUTION

Alterations to this Constitution shall receive the assent of two thirds of the members present and voting at an Annual General Meeting or Special General Meeting. A resolution for the alteration of the Constitution must be received by *Leisure Direct* at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days' notice of such a meeting must be given by the Secretary to the

membership and must include notice of the alteration proposed. No alteration shall be made to the Objects without the prior consent of the Charity Commission and the approval of the members, the Dissolution clause or this clause and no alteration shall be made which would have the effect of causing *Leisure Direct* to cease to be a charity in law.

19. INTERPRETATION OF RULES

In the event of any ambiguity or difference of opinion concerning the purpose or intention of this Constitution, its interpretation shall be a matter for the Charity Commission.

20. DISSOLUTION

Leisure Direct may be dissolved by a resolution passed by a two thirds majority of those present and voting at a Special General Meeting convened for the purpose of which 21 days' notice shall have been given. Such resolution may give instructions for the disposal of any assets held by, or in the name of *Leisure Direct*, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the members of *Leisure Direct*, but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the above charity as the charity may determine and, if and in so far as effect cannot be given to this provision, then to such other charitable purpose.

Date: 11 June 2013

Fourth Constitution, Fourth Amendment

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