

Title

1. The society hereinafter referred to as “The Association” shall be known as the “Gloucestershire Care Providers Association”.

Aims & Objectives

2. The Association’s aims and objectives shall be:-
 - * To represent the views of independent Adult Social Care
 - * To work towards sustaining the viability of Social Care providers in Gloucestershire and promote and maintain the profile of the Independent Care Provider in Gloucestershire in the planning and provision of care.
 - * To facilitate engagement with the independent sector on key issues arising in Gloucestershire e.g. including changes in policies, tendering opportunities, and to represent providers in negotiations with public authorities in relation to fees and contractual matters.
 - * To communicate and inform care providers of key strategic, business and workforce issues.
 - * To contribute to market development and transformation of services in line with the new vision for social care.
 - * To promote workforce development in Gloucestershire
 - * To appoint a Management Board Members to work in partnership with the Local Authority and statutory sector on key stakeholder groups and activities.
 - * To provide a network for care providers to work together in ways which are mutually beneficial and to promote these services.
 - * To provide a support service to independent care providers in line with the aims of the Association.
 - * To identify, research and represent all issues impacting upon the ability of the Independent Sector to provide quality care services.
 - * To act as a voice for Independent care sector employers in Gloucestershire and to contribute to regional and where appropriate national networks.

Powers

3. In pursuance of the Aims and Objectives set out in Clause 2 (but not otherwise)

The Association shall have the following powers:

- * To purchase, take on lease, hire or otherwise acquire, any property or rights which are suitable for the The Association’s activities.
- * To borrow money, and give security in support of any such borrowings by The Association.

- * To employ such staff as are considered appropriate for the proper conduct of The Association activities.
- * To engage such consultants and advisers as are considered appropriate from time to time.
- * To effect insurance of all kinds.
- * To invest any such funds which are not immediately required for The Association's activities in such investments as may be considered appropriate.
- * To liaise with other voluntary sector bodies, local authorities , government departments and agencies and other bodies with a view to furthering the association's objectives.

Expenses

4. The Management Board shall have the power to authorise payment of expenses/ wages to any person acting on or on behalf of the Management Board.

Membership

5. The Association has three types of Members as follows:-
 - a. CORPORATE MEMBERS – Members will be the Independent Sector Providers of adult care services who are registered with the Care Quality Commission and who operate a care provision business within Gloucestershire.
 - b. ASSOCIATE MEMBERS – Members will be the Independent Sector Providers of adult care services who are registered with the Care Quality Commission and who operate a care provision business *outside* of Gloucestershire, OR, are organisations and businesses which support the Adult Care Sector Independent Care Providers OR have a direct interest in the provision of Adult Social Care in Gloucestershire.
 - c. HONORARY MEMBERS – The Management Board shall have the power to elect, from time to time, non-voting Honorary Members. These shall be without subscription and shall reflect the worth of individuals who have rendered valuable service to the Association.
 - d. New applications for membership will be by formal application on the relevant "application form" provided by the Association, available on line on the web site.
 - e. The award of membership shall be vested on the sole discretion of the Management Board and subject to the payment of the relevant fee.
 - f. Decisions on membership application shall be on acceptance of the membership fee. In cases of dispute, a decision will be made at the earliest Management Board Meeting and decision communicated in writing to the applicant within fourteen days of the decision being made.

- g. Rejected applications will not be reconsidered for membership within one year from the date of the Management Board decision.
- h. Once fees have been received and accepted by the Association, the Member is bound by the Constitution of the Association and becomes subject to the restrictions of the Association.
- i. In addition to organisations identified in 5b above, Societies, Associations, Local Authorities or Public Bodies having similar objects to the Association may also apply To become Associate Members at the Associate Membership subscription rate.
- j. The numbers of Associate Members will be controlled by the Management Board. No individual representing an Associate Member shall be eligible for election to the Management Board or able to vote at AGMs/EGMs
- k. Applications for Associate Membership will be considered, decided upon and responded to in accordance with the procedure for membership allocation.

Resignation of Membership

- 6. Any Member wishing to resign must send written notice of intention to the Secretary. No repayment of subscription will be made on resignation.

Annual Payment of Fees

- 7. The annual subscription fee for Corporate, Associate and Individual Members will be decided upon by the Management Board. Payment of fees will be upon receipt of invoice. Adjustment to fees will be effective from the commencement of the next financial year.

Any paying Members will pay the fees in full upon joining and their renewal date will be their date of initial joining.

Non-Payment of Subscriptions & Withdrawal of Membership

- 8. Any paying Member whose subscriptions remain unpaid 30 days after it has become due shall be deemed to be in arrears and shall be notified accordingly.

Failure to pay membership subscriptions after 30 days will result in membership being withdrawn.

Cessation of Membership

- 9. Membership shall terminate upon:-
 - * resignation
 - * non-payment of fees by specified dates the Member (Company) no longer being registered with CQC, where applicable
 - * ceasing to trade as an Individual Proprietor, Group, Partnership, Society or Association the expulsion of a Member as directed by the Management Board

Upon cessation of membership, Members will not be able to use membership information, name or logo on any stationery, brochure or web site or other advertising matter.

Expulsion of a Member / Associate or Honorary Member

10. If the Management Board considers the action of any Member justifies expulsion from the Association it shall have the authority to remove them from membership provided that:-
A resolution is passed by three quarters of the Management Board Members present at a Management Board meeting, in the case of a "Member" to request his resignation, or in the case of an Associate or Honorary Member his removal from membership.

They receive written notice from the Secretary within fourteen days of the Board's decision together with a concise statement giving the grounds for his expulsion. He is entitled to make a statement in reply to the resolution.

If after twenty eight days of the resolution no written statement or request for a personal hearing is received by the Secretary, they shall :-

In the case of a "Member" from whom no resignation has been forthcoming, include on the agenda for the next Management Board meeting, a motion to remove him from membership.

In the case of an Associate or Honorary member, the earlier resolution shall take effect eight days after the resolution.

If a written statement or a request for a personal hearing is received by the Secretary within twenty eight days, the Secretary shall in the case of a Corporate Member include on the agenda for the next Management Board meeting a motion to remove them from membership of the Association. Any statement from a Corporate, Associate or Honorary Member shall be considered by the Board. In the event of a personal hearing being requested, at least 10 days written notice of the meeting shall be given. The personal hearing shall be run by the Chair and relevant people from the Management Board.

If the motion to remove a Member of the Association from membership is carried by three quarters of the Board, it shall be empowered to expel forthwith the "Member" from the Association. In the case of an Associate or Honorary Member, if resolution to remove them from the membership is confirmed; the expulsion takes effect twenty-eight days after the resolution was passed.

The decision of the Management Board shall be final and will be confirmed to the Member in writing by the Secretary within ten days of the meeting.

In the event of a Member's non-appearance at a personal hearing, the Management Board shall proceed to act as if no personal hearing had been requested.

No repayment of subscription shall be made to any Member who is removed from membership.

Election of the Management Board - Annual General Meetings

11. The Annual General meeting will be held each year on a date set by the Management Board. The Annual Report and annual accounts will be presented at the AGM. Management Board Members will be elected/re-elected at the AGM

Notice of the AGM

12. Members will be notified at least 14 days before the AGM with the proposed agenda.

Conduct of AGM

13. The AGM shall only transact the business specified in the Agenda which shall include:-
 - * To receive and approve the previous AGM minutes.
 - * To receive and approve the annual accounts.
 - * To elect the Board
 - * To appoint the Treasurer
 - * To receive any motion proposed by a Member providing 14 days' notice has been given to the Management Board through the Company Secretary
 - * Any other business as deemed appropriate for an AGM

Extraordinary Meetings

14. The Management Board and/or the voting membership may seek to hold an Extraordinary General meeting of voting members giving at least 14 days notice. The Company Secretary shall summon this EGM by contacting all the voting Members and by providing them with an Agenda.

An EGM can be called either:-

- a. At the direction of the Management Board and/or
- b. At the request of five or more voting Members, stating in writing the object of the meeting and any such motion to be proposed at the meeting.

Quorum

15. At an AGM or EGM, no fewer than 10 paid up voting Members shall be present in order to form a quorum. Once a meeting has been opened with a quorum it shall be competent to transact business.

Voting Rights at Annual and Extraordinary Meetings

16. In the event of an equality of votes the Chairman shall have a casting vote.

Inability to attend in person shall not disqualify a voting Member from voting, provided that a proxy form issued by the Company Secretary is used in line with the instruction thereon and signed in person by the nominated Member.

Unless otherwise agreed, voting shall be by a show of hands decided by a simple majority of those present and eligible to vote. The election of the Management Board shall be by ballot in the event of more than one nominee for the position.

Notice

17. The accidental omission to give the required notice of a meeting to, or the non-receipt of a notice of a meeting by, any Member shall not invalidate any proceedings or resolutions at any Management Board meeting or General Meeting of the Association.

Election of Management Board Members

18. Each candidate nominated shall require a Proposer and a Seconder both of whom shall be persons entitled to vote.

Candidates wishing to be elected to the post of Chair must have been a Member of the Management Board for at least 12 months prior to being nominated.

No candidate shall be elected in their absence from the AGM unless a completed nomination form has been received by the Company Secretary signifying the nominee's willingness to be elected.

Management Board

19. The Management Board shall consist of:-

Chair, Treasurer, Secretary and up to 9 other board members.

The committee may co-opt up to a further 2 to ensure the responsibilities of the board can be met.

Additional non-voting Advisory Management Board Members may be appointed from time-to-time in order to provide advice to the Management Board, as required.

Removal of Members of the Management Board

20. A Member of the Management Board may only be removed from office by:-
 - a. At least $\frac{3}{4}$ of the Management Board present at a Management Board meeting to consider such a motion.
 - b. At least $\frac{3}{4}$ of the persons present at an EGM called for the express purpose of proposals to remove a Management Board Member.
 - c. Cessation of the membership of a body of which the Management Board Member is a representative.
 - d. Where a Member of the Management Board ceases employment with an organisation which is a Corporate, Associate or Honorary Member during their term of office, the Management Board will decide by a three quarters majority

whether it is appropriate for that Member to remain on the Management Board until the next AGM or be removed from office in accordance with (items number) above.

Conduct of Management Board Meetings

21. At full Management Board meetings, a quorum is never to be less than three persons.
 - a. Management Board meetings shall be held not less than quarterly.
 - b. Notice of meetings shall be sent to all Management Board Members by e-mail giving at least seven days' notice, unless a matter requires urgent attention.
 - c. The Chair or in the absence of the Chair, a Vice Chair, shall preside at Management Board meetings. In the event of the absence of a Chair or Vice Chair, a Chair shall be elected by the Members and shall preside.
 - d. Each Management Board Member shall have one vote and in the event of the equality of votes the Chairman shall have a casting vote.

The purpose of the Management Board meetings is to conduct the business of the Association within an agreed Agenda.

Absence

22. Any Management Board Member who misses three Management Board, with no relevant apology, shall be removed from the Management Board.

The appointment of a co-opted Management Board member ceases immediately on the decision of a Management Board meeting.

In the event of a vacancy occurring for any reason, for any of the offices, the Board will invite a suitable person to join the Management Board until the next AGM when their place will be put to the vote of the full membership.

Resignation or Removal of whole Management Board

23. In the event of the whole Management Board resigning or being removed in total at any time, the Company Secretary shall, as a last act of the Management Board:-

Immediately call an EGM to elect Officers and Management Board members within fourteen day of the Management Board's resignation or removal.

Become the appointed person for the receipt of nominations for the replacement of the Management Board, or

- a. Appoint a provisional Secretary to carry out these acts.
- b. The procedures for the election of Management Board members shall be as for normal elections.

Detrimental Conduct

24. A Management Board member may be removed from Office if they have conducted

themselves in a manner detrimental to the interest or reputation of the Association provided that the person concerned receives:-

- a. Fourteen days' notice of a meeting at which removal is proposed
- b. A written statement accompanying such a notice advising them of the wording of the motion and a formal account on which his removal is sought. Such a statement will be wholly confidential and confined only to the individual and Board, and
- c. The motion removing the individual must be carried by three quarters of the Members present at the meeting.

The Management Board member whose membership is under review shall be suspended from Management Board membership until the motion has been considered. The member shall be entitled to attend the Management Board meeting summoned to decide the motion.

The decision of the Management Board shall be final and will be confirmed in writing by the Company Secretary within 10 days of the meeting.

If the motion is carried, the Management Board shall be authorised to remove the Management Board member forthwith and to impose an unlimited ban on membership.

Authority of Management Board Members

25. The Management Board shall conduct the general business of the Association and has the authority to apply its Constitution.

No individual Management Board member can make a decision relating to the conduct of the business without consulting all Board Members by email to gain prior approval.

Sub-Committees

26. The Management Board shall have the authority at any time to appoint a Sub-committee it considers necessary to conduct the business of the Association.

At least one member of the Sub-committee shall be an existing Management Board member. The Management Board shall have the authority to alter the membership of any Sub-committees.

Duties of the Chairman

27. The Chairman shall be responsible for the conduct of the meeting, signing the minutes of the previous meeting as a true record following the approval of the meeting, and to see that its business is properly carried out and that order is kept.

Duties of the Company Secretary

28. The Secretary shall summon and attend all Annual General Meetings, Extraordinary General Meetings and Management Board meetings of the Association and take minutes of

the proceedings. Minutes shall be distributed to all members by e-mail within two weeks of the meeting taking place and action points highlighted for individual reference.

The Company Secretary shall keep all the correspondence and all other papers of the Association in such manner and for such purposes as the Management Board shall direct.

Duties of the Treasurer

29. The Treasurer shall have delivered to himself without any deductions whatsoever, all monies received by the Company Secretary or any other Officer on behalf of the Association and shall give a receipt therefore. All monies so received shall be paid into the Association's bank account within 5 working days.

The Treasurer shall also pay by cheque all accounts owed by the Association and agreed by the Board. He shall as necessary draw from the Association bank account money required for petty cash. All cheques shall be signed by two Officers authorised by the Management Board to do so.

The Treasurer shall also keep the accounts of the Association in such a manner and for such purposes as the Management Board may direct. He shall also prepare the balance sheets and submit the same to the Auditor of the Association together with all receipts, statements and cash books he may request.

A report giving the current balance shall be given at each and every Management Board meeting.

The Treasurer shall reimburse all reasonable expenses incurred by the Management Board in carrying out their duties and to any other person on the authorisation of the Board. He shall request receipts as he may consider necessary.

The Treasurer shall collect fees annually from the members on the anniversary of them joining the Association. Up to date records of the membership will be kept, together with up to date contact details. Where possible to save money, e-mail will be used to keep members informed of updates.

Finance

30. The Association's financial year shall end on the 31st March each year.
- a. All income, property and any other monies received by or on behalf of the Association shall be used solely towards the objects of the Association.
 - b. All monies not for immediate use may be invested by the Board.

Annual Accounts

31. The Management Board shall cause true accounts to be kept of all income and expenditure, assets and liabilities of the Association and shall place before the members

of the Association at each Annual General Meeting accounts and balance sheets made up to 31st March preceding that meeting.

Duties of a Sub-Group Chairman

32. The Chairman of each sub-group shall ensure a report is given to the Management Board as required. The sub-committee shall act under the direction and control of the Board.

All sub-committees shall have the authority to co-opt members.

A sub-committee shall have no authority to:-

- a. Act on behalf of the Association
- b. Spend money on behalf of the Association
- c. Enter into any obligation on behalf of the Association unless expressly authorised to do so by members of the full Board.

The Chairman of the Association shall be an ex-officio member of all sub-committees.

Announcements

33. No member is permitted to take any action or make any public announcements in the name of the Association or to represent that any proposal and or statement made by them has the approval of the Association.

All statements and publications in the name of the Association are vested solely in the Management Board.

Alterations to the Constitution

34. Any clause of this Constitution may be rescinded, amended or a new clause made by a resolution carried by three quarters of the vote at a Management Board meeting.

Any motion proposed by the Management Board shall be stated in full on the agenda of the Management Board meeting.

Any motion proposed by a member shall be given to the secretary in writing for inclusion in the agenda for the AGM not later than 14 days prior to the meeting. The motion must be supported by three persons holding voting rights.

Any motion proposed at an Extraordinary General meeting shall be stated in full, forwarded to the secretary with a request for the meeting and supported by three persons holding voting rights.

Contracting and Indemnity

35. In any matter of which the Management Board of the Association act or purport to act, even if negligently, on behalf of the Association they shall:-

- a. Do so as disclosed agents on behalf of the Association

- b. Do so to the extent of the Association assets and no further
- c. Incur no personal liability
- d. In such action, the Management Board shall when contracting on behalf of the Association, be indemnified out of the Association assets. The nature of this clause shall be brought to the attention of any third party.

Interpretation of Constitution

36. Any ambiguity or difference of opinion concerning the implication or interpretation of any clause or to deal with any matter not specifically provided therein shall be raised in writing to the Secretary.

The decision of the Management Board shall be binding upon all parties.

The Association may be dissolved by the consent of three quarters of the votes at an Extraordinary General meeting called for that purpose.

If a motion is carried, any surplus funds, property and assets of the Association shall be converted into cash and repaid to "paid up" members equally and without regard to length of membership.

Definitions

A "Member" is deemed to be an individual, partnership, company and the use of this term is defined under clause 11-15 herein.

An Associate member is deemed to be an individual, partnership, Company, Organisation or a Government department as defined under clause 5.

Membership is a term to embrace both "Members" and "Associate" Members.

The use of the word members is to embrace both "members and affiliated members".

A Management Board member is that person duly elected under clauses or appointed under clauses 18-25 of the Constitution.

Where notice or a period of time has been specified in this document, it shall be "clear days," i.e. commence the day following the date of such notice or commencement of a period of time and to expire the day after the end of the notice or period stated.

Words importing the singular or plural shall also the plural or singular respectively.

Any word appearing in this Constitution importing to the male gender shall also imply the female gender and vice versa.

Days is calendar days not working days.