



Constitution

1. Name:

This Organisation shall be known as "Safety Groups UK", hereinafter referred to as "SGUK". Individual member groups shall be known as "Local Health and Safety Groups" with the abbreviation "Groups"

In this context Groups include non-profit-making, local or regional associations of companies or organisations whose purpose is to promote, assist to maintain and improve standards of health and safety, locally, regionally or nationally

2. Governance:

Subject to matters set out below, SGUK and all its assets shall be administered and managed in accordance with this Constitution by a Board of Trustees (hereinafter referred to as the Board) elected according to Clause 6 and in Appendices 1 - 5

SGUK will abide by all relevant legislation e.g. Charities Act 2011 and is registered with the Charity Commission (No. 1048425) and is subject to their requirements

3. Objectives:

The objectives of SGUK shall be:

To promote health and safety by providing guidance and support to a national network of health and safety Groups

In particular we seek to:

- i. Help maintain and grow a national network of active, engaged health and safety Groups who participate in raising health and safety issues within their communities and for the public benefit
- ii. Help to maintain and establish accessible safety groups in all parts of the UK as well as the IoM and Channel Isles
- iii. Help and encourage safety groups to be active and engaged at the level of the best
- iv. Try to ensure SGUK is recognised as the hub of the safety groups movement
- v. Act as an authoritative and respected participant in the health and safety system
- vi. Assist groups to be recognised by SMEs as a friendly source of help and advice on a wide range of health and safety issues

4. Powers:

The Board on behalf of SGUK may exercise the following powers to:

- a) Co-operate and support other charities, groups, voluntary bodies, and statutory authorities operating in furtherance of its objectives on similar charitable purposes and to exchange information and advice with them
- b) Raise funds through sponsorship and donations, provided that in doing so they shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law
- c) Buy, lease, or hire any property necessary for the achievement of the objectives and maintain it for use
- d) Subject to any legal consents, sell or dispose of all or any property of SGUK
- e) Appoint and constitute such advisory committees as the Board may think fit
- f) Do all such other lawful things as is necessary for the achievement of the objectives
- g) Pay expenses or remuneration to those members and others who carry out additional duties for SGUK in accordance with its objectives

5. Membership:

- a) Groups around the country that are affiliated to RoSPA are deemed to be the members
- b) Groups which terminate their activities, merge with other Groups shall have their membership status reviewed and may cease to have the right to be independently represented by SGUK
- c) New Groups wishing to register as members of SGUK must submit a written application to SGUK's Secretariat adhering to the guidelines provided in Appendix 1
- d) The evidence will be circulated electronically, and the Board will make a majority decision that will be put to the next formal meeting for ratification
- e) Each group can nominate up to two of their members for election to the Board of Trustees
- f) Voting rights in any ballot are restricted to two representatives from each member Group
- g) Further rules for membership criteria for Groups are detailed in Appendix 1

6. Board of Trustees:

- a) The Board is made up from nominated and duly elected representatives from Groups located around the UK including up to 25% sourced from our supporting organisations or external sources
- b) In order to gain a wider and more independent viewpoint supporting organisations are allowed to nominate and have elected one representative to the Board who will become a trustee with full voting rights. Independent trustees may be sought to fill vacant places. There will be a maximum of three places on the Board for such members and they cannot become officers
- c) All Board members will be elected for up to a three-year term (but to maintain continuity and stability, these periods can be staggered on a rolling basis) from nominations made by the Group members, supporting organisations or from independent sources at an AGM or EGM
- d) The elected Board shall consist of not less than seven members nor more than twelve members including the post of Chairman, Vice Chairman and Treasurer who shall all be Trustees with the full legal responsibility of that role. They all must be current members of a Group with the requisite attendance as required by the election process, see Appendix 4 or representatives of a supporting organisation or independent
- e) All the Board must abide by the Code of Conduct policy and follow the guidance under responsibilities, roles and duties as in Appendix 2
- f) From the previously elected Board members the following Officers will be nominated and confirmed for up to three years at an AGM or EGM and then re-confirmed annually

Chairman
Vice Chairman
Treasurer

- g) To be eligible to stand for or retain the role of Chairman, Treasurer, Vice Chairman or Board member, nominees must have normally attended at least 50% of their local or open SGUK meetings in the previous 12 months
- h) To retain officer roles attendance is required at a minimum of 50% Board and other meetings held in the previous 12 months with a 25% minimum attendance at their local group meetings
- i) The Secretariat is normally provided by RoSPA
 - i. The secretariat will nominate one person who has no voting rights. Any extra assistance supplied will also not have any voting rights
 - ii. The Board have the power to appoint a suitable person or organisation if RoSPA cannot provide support
- j) It is a mandatory requirement that each newly elected Board member must be aware of, and accept the duties and liabilities under charity law of a trustee before becoming involved in managing the affairs of the Group and adhere to the Policy on the Duties and Liabilities of elected Board Members
- k) The Board may co-opt up to three other persons or organisations that it feels may contribute to its deliberations as non-voting members

- l) Two independent examiners of the accounts shall also be appointed at the AGM
- m) A contingency plan is in place to cover unforeseen circumstances, see Appendix 5

7. Membership of Board of Trustees -Termination

A member of the Board shall cease to hold office if he or she: -

- a) Is disqualified from acting as a member of the Board by virtue of Section 178 of the Charities Act 2011 (or any subsequent re-enactment or modification of that provision)
- b) Is considered to have breached the trustee code of conduct by the majority of the Board
- c) Is absent from three or more meetings and following a personal approach by an officer cannot justify continuing in their role or is not fulfilling their responsibilities

If required, there is the right of appeal by an independent panel of three persons who shall not be current members of the Board and who shall be nominated by the Vice President

8. Personal Interests:

Board Members: -

- a) Must not, unless acting with authority of SGUK, acquire any personal interest in any contract or any property belonging to SGUK, or receive any remuneration
- b) Must submit the relevant estimates, professional fees, etc. if wishing to be engaged in a professional capacity by the Board (i.e. Solicitor, Accountant, Builder, etc.)
- c) Must openly declare any personal interest
- d) Must withdraw from Board meetings when any personal interest of this nature is discussed

9. Board of Trustees– Meetings and Proceedings

- a) The Board shall hold a minimum of two meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Board upon not less than twenty-one days' notice being given to the other members of the Board of the matters to be discussed (unless full agreement is agreed to a lower figure)
- b) There shall be a quorum when greater than 50% of trustees including one officer are present in person at any Board meeting

10. Management Advisory Committee

To allow a greater breadth and scope to running the charity the Board will invite participation to additional meetings from selected Supporters, in an advisory capacity

- a) The Board will annually review the composition of the MAC
- b) Each invited organisation can send one representative to the MAC meeting and they will have one vote (if required) on any topics discussed. A majority vote will help the Board to drive the objectives forward but will not overrule their decision
- c) Additionally, there can be a maximum of three co-opted members from other organisations invited on to undertake specific roles
- d) All the Board are deemed to be members of the MAC with the same officers presiding

- e) The maximum size of the MAC will be 20 (including the Board)
- f) The Secretariat of the MAC will be RoSPA and may include administrative staff who will not have any voting rights
- g) Guests may be invited to make presentations/participate in a particular meeting or topic
- h) There will be no more than four meetings of the MAC annually and most of these are expected to follow a Board meeting
- i) There will be a quorum at the MAC meeting when a majority of Board members are present plus three or more invited organisations
- j) Like the Board the MAC can set up sub committees or working parties all of which will operate under Terms of Reference (ToR) drawn up before or at the first meeting and approved by the MAC
- k) The MAC has no Financial powers but can make recommendations or requests to the Board on such matters

11. Honorary Officers:

The honorary post of President shall be filled by a person of standing who shall be recommended by the Board and then elected by a majority vote

- a) The President will continue in office until the Board considers it appropriate to appoint a successor or the President indicates the wish to resign
- b) One or more Vice Presidents of suitable standing may be appointed on a similar basis if the Board considers it appropriate
- c) Honorary officers shall not be entitled to vote or be remunerated but are able to claim expenses within the guidelines

11. Receipts and Expenditure

- a) The funds of SGUK, including all donations, contributions, sponsorship, and bequests, shall be paid into accounts operated by the Treasurer on behalf of the Board in the name of SGUK at such financial institutions as the Board shall from time to time decide
- b) All cheques drawn on the account must have two signatures, one normally the treasurer and one other from the bank mandate
- c) Electronic payments may be arranged by the treasurer or other single signatory and have approval of two other trustees if outwith guidelines shown in a separate Financial Policy. Details will be shown in regular financial statements provided at every Board meeting
- d) The funds belonging to SGUK shall be applied only in furthering the objectives

12. Accounts

The Board shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to: -

- a) The keeping of accounting records for SGUK
- b) The preparation of annual statements of account for SGUK
- c) The auditing or independent examination of the statements of the accounts
- d) Full details of the Financial Process shall be shown separately and subject to regular review

13. Annual General Meetings

- a) There shall be an Annual General Meeting of SGUK which shall usually be held in May or June each year or as soon as practicable thereafter
- b) The Board shall present a Report and Accounts of SGUK for the preceding financial year that must be accepted by a majority vote and form the basis of the annual submission to the Charity Commission
- c) The Board shall call every Annual General Meeting. The Secretary shall give at least twenty-one days' notice of the Annual General Meeting to all the Groups. Representatives from all Groups shall be entitled to attend and vote at the meeting or by post or proxy
- d) The Chairman or Vice Chairman of SGUK shall chair the meeting. However, if he or she is not present then before any other business is transacted the persons present shall appoint a chairman for the meeting in line with Appendix 5
- e) Nominations for election to the Board must be made by via member Groups or representatives of supporter organisations or independently in writing and must be in the hands of the Secretariat at least twenty-one days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot that includes proxy voting
- f) An AGM quorum will be a Board quorum plus when representation from three or more additional groups are present

14. Extraordinary General Meeting

The Board may call an Extraordinary General Meeting of SGUK at any time if: -

- i. at least ten-member Groups request such a meeting in writing or by sending an e-mail to the Chairman and/or Secretary stating the business to be considered
- ii. if the majority of elected members of the Board decide that important business must be authorised by the member Groups
then
- iii. The Secretary shall then call such a meeting
- iv. At least twenty-one days' notice must be given
- v. The notice must state the business to be discussed
- vi. An EGM quorum will be the same as an AGM quorum

15. Open Meetings – Records

- a) The Secretary or other person specially appointed by the Board shall keep a full record of proceedings at every Open Meeting of SGUK
- b) Minutes of the previous meeting should be approved as a true record and duly signed by the chairman of the meeting

16. Notices

Any notices required to be served on any member of SGUK shall be in writing and shall be served by the Secretary of the Board on any member either personally, electronically or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the UK. Any letter so sent shall be deemed to have been received within 5 days of posting or by electronic means to the e-mail address furnished by the member

17. Alterations to the Constitution

- a) Subject to the following provisions of this Clause the Constitution may be altered by a resolution passed by the majority of groups responding and voting at a quorate Annual or Extraordinary General Meeting. The notice of the Annual or Extraordinary General Meeting must include notice of the resolution, clearly setting out the terms of the alteration(s) proposed
- b) No amendment may be made to the charity name, objectives, personal interest or dissolution clauses of this constitution without the prior consent in writing of the Charity Commission
- c) No amendment may be made which would have the effect of making SGUK cease to be an organisation under charity law
- d) The Board should promptly send to the Commissioners a copy of any amendment made under this clause
- e) Appendices may be altered at any time without requiring a review of this constitution and are approved by a majority of the Board

18. Dissolution

- a) If the Board decides it is necessary or advisable to dissolve SGUK it shall call a meeting of all member Groups, of which not less than twenty-one 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 voting (including postal and proxy), the Board shall have the power to realise any assets held by or on behalf of SGUK
- b) Any assets remaining after satisfaction of any proper debts and liabilities shall be given or transferred to such other Charitable Institution or Institutions having objectives similar to those of SGUK as the members of SGUK may determine, or failing that, shall be applied for some other Charitable Purpose
- c) If b) is not possible then the Charity Commissioners have the right to decide where funds will be transferred
- d) A copy of the statement of accounts, or account and statement, for the final accounting period of SGUK must be sent to the Commissioners

19. Adoption

This Constitution was adopted at the Annual General Meeting on 19 July 2018 and certified by a minimum of four elected members including two officers whose signatures appear at the end of this document

Signed by:

PROMOTING HEALTH & SAFETY NATIONWIDE

Registered Charity No: 1048425

Established 1947

Approved
19 July 2018

Reviewed
May 2018

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Revision 7

Next Review Date
May 2019