



Support, Help & Integration in Perthshire
for young people with additional support needs

CONSTITUTION
of
SUPPORT, HELP AND INTEGRATION IN PERTSHIRE (S.H.I.P.)
Approved on 15 December 2010
Adopted on 31 May 2011

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Name

1. The name of the charity is Support, Help and Integration in Perthshire (SHIP) (Registered Charity No SC000797).

Objects

2. The charity's objects are:

- a) To promote the health and welfare of children in Perthshire with learning and/or physical or mental disabilities, hereinafter referred to as children with disabilities;
- b) To advance the education of children with disabilities; and
- c) To support and assist the parents, carers and families of children with disabilities.
- d) To support the wellbeing of children with disabilities as well as their parents, carers, and families.

To this end it is intended:

1. To improve the quality of life for children with disabilities through a programme of recreational activities;
2. To offer stimulating, high quality experiences for play and learning to children with disabilities through the provision of youth clubs, play schemes and other related means, presenting opportunities for engaging in mainstream activities in a secure, supportive environment;
3. To advance community development and citizenship by enabling children with disabilities to access the community to engage in integrated forms of social and leisure activities;
4. To promote equality and diversity and the elimination of discrimination by actively facilitating social inclusion through the volunteer support structure and community visits;
5. To facilitate peer support amongst carers and families of children with disabilities, and the dissemination of relevant information;
6. To improve the quality of life for families and carers of children with disabilities through the provision of respite and other practical support, as appropriate.
7. To offer volunteering opportunities to support children with disabilities participate in activities to maximise the experience whilst ensuring their health and welfare; and
8. To promote partnerships between parents, carers and professionals, and links to other relevant organisations.

Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the charity shall have the following powers:-

1. To support, help and integrate children with disabilities in Perthshire.
2. To engage in any other lawful activities which further any of the above objects.
3. To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the charity's activities.
4. To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the charity.
5. To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the charity.



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Powers (continued)

6. To borrow money, and to give security in support of any such borrowings by the charity.
7. To employ such staff as are considered appropriate for the proper conduct of the charity's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
8. To engage such consultants and advisers as are considered appropriate from time to time.
9. To effect insurance of all kinds (which may include public liability insurance).
10. To invest any funds which are not immediately required for the charity's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
11. To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the charity's objects.
12. To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the charity's objects.
13. To form any charitable company with similar objects to those of the charity, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the charity's assets and undertaking.
14. To take such steps as may be deemed appropriate for the purpose of raising funds for the charity's activities.
15. To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
16. To do anything which may be incidental or conducive to the furtherance of any of the charity's objects.

General Structure

4. The structure of the charity shall consist of:-

1. MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the management committee and to take decisions (vote) in relation to changes to the constitution itself.
2. ASSOCIATE MEMBERS – who have the right to attend the annual general meeting (and any special general meeting) but do not have the right to elect people to serve on the management committee or vote at the annual general meeting or any special general meeting.
3. MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the charity; in particular, the management committee is responsible for monitoring the financial position of the charity.

Qualifications for Membership

5. To become a Member, you must be a parent, regular carer or child with a disability who attends the service (see definition of *Children* under Interpretation).

Associate members can be any interested individual and volunteer(s).



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Qualifications for Membership (continued)

6. An employee of the charity shall not be eligible for membership; a person who becomes an employee of the charity after admission to membership shall automatically cease to be a member.

Application for Membership

7. Any person who wishes to become a member/associate member must sign, and lodge with the charity, a written Application for Membership.

8. The management committee may, at its discretion, refuse to admit any person to membership.

9. The management committee shall consider each application for membership at the first management committee meeting which is held after receipt of the application; the management committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.

Membership Subscription

10. Membership subscription shall be agreed annually at the AGM.

Register of Members

11. The management committee shall maintain a register of members/associate members, setting out the full name and contact details of each member, the date on which s/he was admitted to membership, and the date on which any person ceased to be a member/associate member.

Withdrawal from Membership

12. Any person who wishes to withdraw from membership shall sign, and lodge with the charity, a written notice to that effect; on receipt of the notice by the charity, s/he shall cease to be a member/associate member.

Expulsion from Membership

13. Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), providing the following procedures have been observed:-

1. at least 14 days' notice of the intention to propose the resolution must be given to the member/associate member concerned, specifying the grounds for the proposed expulsion
2. the member/associate member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

General Meetings (Meetings of Members)

14. The management committee shall convene an annual general meeting in each calendar year (but excluding the year in which the charity is formed); not more than 15 months shall elapse between one annual general meeting and the next.

15. The business of each annual general meeting shall include:-

1. a report by the chair on the activities of the charity since the last AGM



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General Meetings (Meetings of Members) (continued)

2. consideration of the current annual accounts of the charity
3. the election/re-election of members of the management committee, as referred to in clause 29.

16. The management committee may convene a special general meeting at any time. A minimum of 10 members can request, in writing to the Management Committee, that a special general meeting is convened.

Notice of General Meetings

17. At least 14 days' notice must be given (in accordance with clause 60) of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.

18. Notice of every general meeting shall be given (in accordance with clause 60) to all the members/associate members of the charity, and to all the members of the management committee.

Procedure at General Meetings

19. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 5 parent members, present in person (inclusive of management committee members).

20. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

21. The chair of the charity shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

22. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.

23. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally. Associate members do not have the right to vote.

24. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote. The chair, in using the casting vote, will support the status quo.



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Procedure at General Meetings (continued)

25. A resolution put to a vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

26. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum Number of Management Committee Members

27. The minimum number of members of the management committee shall be 3 and the maximum number shall be 10.

Eligibility

28. A person shall not be eligible for election/appointment to the management committee unless he/she is a member/associate member of the charity. Where considered appropriate by the Committee and where all of the Objects of SHIP are supported, an individual may be co-opted onto the committee for a specific purpose and specified period of time.

Election, Retiral, Re-election

29. At each annual general meeting, the members may (subject to clause 27) elect any member to be a member of the management committee.

30. The management committee may at any time appoint any member to be a member of the management committee until the next AGM (subject to clause 27).

31. At each annual general meeting, all of the members of the management committee shall retire from office - but shall then be eligible for re-election.

Termination of Office

32. A member of the management committee shall automatically vacate office if:-

1. he/she becomes debarred under any statutory provision from being a charity trustee
2. he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
3. he/she ceases to be a member of the charity
4. he/she becomes an employee of the charity
5. he/she resigns office by notice to the charity
6. he/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office.



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Register of Management Committee Members

33. The management committee shall maintain a register of management committee members, setting out the full name and contact details of each member of the management committee, the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.

Office Bearers

34. The management committee members shall elect from among themselves a chair, a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate.

35. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.

36. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the management committee or if he/she resigns from that office by written notice to that effect.

Powers of management committee

37. Except as otherwise provided in this constitution, the charity and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the charity.

38. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.

Personal Interests

39. A member of the management committee who has a personal interest in any transaction or other arrangement which the charity is proposing to enter into, must declare that interest at a meeting of the management committee; he/she will be debarred (in terms of clause 51) from taking part in the discussion on and from voting on the question of whether or not the charity should enter into that arrangement.

40. For the purposes of clause 39, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.

41. Provided –

1. he/she has declared his/her interest;
2. he/she has not voted on the question of whether or not the charity should enter into the relevant arrangement; and
3. the requirements of clause 43 are complied with –

a member of the management committee will not be debarred from entering into an arrangement with the charity in which he/she has a personal interest (or is deemed to have a personal interest under



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Personal Interests (continued)

clause 40) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

42. No member of the management committee may serve as an employee (full time or part time) of the charity, and no member of the management committee may be given any remuneration by the charity for carrying out his/her duties as a member of the management committee.

43. Where a management committee member provides services to the charity or might benefit from any remuneration paid to a connected party for such services, then

1. the maximum amount of the remuneration must be specified in a written agreement and must be reasonable
2. the management committee members must be satisfied that it would be in the interests of the charity to enter into the arrangement (taking account of that maximum amount)
3. less than half of the management committee members must be receiving remuneration from the charity (or benefit from remuneration of that nature).

44. The members of the management committee may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the management committee, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

Procedure at Management Committee Meetings

45. Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.

46. Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

Procedure at Management Committee Meetings

47. No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be 3.

48. If at any time the number of management committee members in office falls below the number fixed as the quorum, the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.

49. Unless he/she is unwilling to do so, the chair of the charity shall preside as chairperson at every management committee meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the management committee members present shall elect from among themselves the person who will act as chairperson of the meeting.



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Procedure at Management Committee Meetings (continued)

50. The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the management committee; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.

Conduct of Members of the Management Committee

51. Each of the members of the management committee shall, in exercising his/her functions as a member of the management committee of the charity, act in the interests of the charity; and, in particular, must

1. seek, in good faith, to ensure that the charity acts in a manner which is in accordance with its objects (as set out in this constitution)
2. act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
3. in circumstances giving rise to the possibility of a conflict of interest between the charity and any other party
4. put the interests of the charity before that of the other party, in taking decisions as a member of the management committee
5. where any other duty prevents him/her from doing so, disclose the conflicting interest to the charity and refrain from participating in any discussions or decisions involving the other members of the management committee with regard to the matter in question
6. ensure that the charity complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to Sub-Committees

52. The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other persons (if any) as the management committee may determine; they may also delegate to the chair of the charity (or the holder of any other post) such of their powers as they may consider appropriate.

53. Any delegation of powers under clause 52 may be made subject to such conditions as the management committee may impose and may be revoked or altered.

54. The rules of procedure for any sub-committee shall be as prescribed by the management committee.

Operation of Accounts and Holding of Property

55. The signatures of two out of three signatories appointed by the management committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the charity; at least one out of the two signatures must be the signature of a member of the management committee. One of the signatories must be the Treasurer.



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Operation of Accounts and Holding of Property (continued)

56. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the chair, treasurer and secretary of the charity (and their successors in office) or in name of a nominee company holding such property in trust for the charity; any person or body in whose name the charity's property is held shall act in accordance with the directions issued from time to time by the management committee.

Minutes

57. The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of committees; a minute of any meeting shall include the names of those present.

Accounting Records and Annual Accounts

58. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

59. The management committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

Notices

60. Any notice which requires to be given to a member/associate member under this constitution shall be in writing; such a notice may either be given personally or sent to the last contact details intimated to the charity by the member/associate member.

Dissolution

61. If the management committee determines that it is necessary or appropriate that the charity be dissolved, it shall convene a meeting of the members/associate members; not less than 14 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.

62. If a proposal by the management committee to dissolve the charity is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 61, the management committee shall have power to dispose of any assets held by or on behalf of the charity - and any assets remaining after satisfaction of the debts and liabilities of the charity shall be transferred to some other charitable body or bodies having objects similar to those of the charity; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the charity at, or prior to, the time of dissolution.

63. For the avoidance of doubt, no part of the income or property of the charity shall (otherwise than in pursuance of the charity's charitable objects) be paid or transferred (directly or indirectly) to the members, either in the course of the charity's existence or on dissolution.



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Alterations to the Constitution

64. Subject to clause 65, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 16, 17 and 18.

65. No amendment to clauses 3, 42, 62 or 63 of the constitution may be made if the effect would be that the charity would cease to be a charity.

Interpretation

66. For the purposes of this constitution,

1. the expression “charity” shall mean a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 96 of the Charities Act 1993;
2. the expression “charitable purpose” shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of sections 505 and 506 of the Income and Corporation Taxes Act 1988;
3. ‘children’ are defined as under the age of 18 years, however, the Committee have discretion to extend this for a period of time where it may be of benefit and support to an individual.

67. Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

Initial Members of the Management Committee

68. The initial members of the management committee, and the positions held by each, shall be as set out below. This constitution was adopted on 31 May 2011.