



## **CONSTITUTION**

### **1. NAME:**

The name of the Trade Association shall be Shropshire Partners in Care, a Not for Profit Company Limited by Guarantee, hereafter known as the Association

### **2. AIMS:**

The aims of Shropshire Partners in Care shall be: -

- 2.1. To represent the interests of adult health and social care providers, proprietors, managers, people in receipt of personal budgets, staff and people who use the services.
- 2.2. To use its best endeavours to facilitate, effect and maintain high standards of care and conditions for all members and their organisations.
- 2.3. To make representation to any such body whose function may at anytime have an effect on the welfare of the members of the Association, and people who use their services.
- 2.4. To develop good partnership working with key organisations within the adult health and social care sector, in particular Local Authorities, PCTs', Training bodies, Education Providers and Regulators.
- 2.5. To negotiate fee settlements and other contractual matters with relevant statutory authorities on behalf of the Association's members
- 2.6. To support and develop the independent care workforce through the facilitation of quality and training initiatives
- 2.7. To inform members of such issues as they arise that are likely to affect their organisations/circumstances. To ensure members are best informed in a timely manner about policy changes and training opportunities.
- 2.8. To affiliate to any other organisation which has the same or similar aims to the Association or who may be able to assist the Association in achieving its aims.

### **3 MEMBERSHIP:**

#### **3.1. Criteria for Membership**

3.1.1. Membership of the Association shall be open to all providers of adult health and social care within the County of Shropshire and /or Telford & Wrekin Council or similar organisations outside Shropshire and Telford & Wrekin Council who receive an individual budget from Shropshire and / Telford & Wrekin Council and who purchase care services for themselves or contract with either or both Shropshire Council and Telford & Wrekin Council for the provision of health and social care and who are:-

- An individual budget holder including recipients of Direct Payments – there is an expectation that their staff will be referenced and CRB checked.
- If not an individual budget holder then are registered with the current regulatory body.
- If not an individual budget holder then are not operating under special measures imposed by the regulatory body.
- In the event that members are placed under special measures or no longer meet the criteria in 3.1.1 the member must declare this to Shropshire Partners in Care.

3.1.2. Membership is open to any individual and organisation that meets the requirements of 3.1.1 regardless of class, colour, age, culture, ethnic origin, race, religion, disability, sexuality, age or marital status.

3.1.3 It is our express intention to comply fully with all relevant legislation to ensure that the culture, philosophy and processes within the organisation are free from bias and serve to protect the members.

### 3.2. Associate Membership

- 3.2.1. Where a provider as defined at 3.1.1 does not meet the criteria as set out in Paragraph 3.1.1. but undertakes to work actively towards achieving these criteria then that provider may be admitted to Associate Membership of the Association.
- 3.2.2. Persons who do not own or manage an adult social care service but have an intention to establish such a service may be admitted to Associate Membership of the Association.
- 3.2.3. Associate members shall not have voting rights at meetings of the Association.
- 3.2.4 Associate membership is for a maximum of one year whereupon the member is expected to apply for full membership, should the criteria at 3.1.1 not be met they must reapply for associate membership to remain within the Association..

## 4. **TERMINATION OF MEMBERSHIP:**

- 4.1 Members shall conduct themselves in such a manner that they do not undermine the purpose of the Association which is to build positive relationships with interested stakeholders and partner organisations.
- 4.2 Membership may be terminated if, in the opinion of the Board, a member is involved in any indiscretion or breach of this constitution, which may bring the health and care sector into disrepute.
- 4.3 Where the Board is to meet to discuss the possible removal of membership the member may attend that portion of the Board meeting where this matter is to be raised and has the right to present his/her case.
- 4.4. Appeals against the Board's decision can be made through an Extraordinary General Meeting of the Association called specifically for this purpose. Any such appeal must be lodged with the Chairperson within 14 days of the Board's decision and the Chair must then call an Extraordinary General Meeting at which the appeal shall be heard within 28 days. The decision made by members at the Extraordinary General Meeting and voting will be final.
- 4.5. In calling an Extraordinary Meeting to hear an appeal against removal from membership, rule 7.3.1 below shall be set aside and the Chair shall be empowered to call the meeting in accordance with rule 4.4.

## 5. **MEMBERSHIP FEES:**

- 5.1. There shall be a registration fee and/or an annual subscription, which shall be set annually. All membership income shall be expended for the benefit of the Members and the Association
- 5.2. The Board shall be empowered to set the registration fee and annual subscription, which shall be notified to the members in March and payable from the 1<sup>st</sup> April each year.
- 5.3. Any member who has not renewed their membership by 31<sup>st</sup> May in each year shall be removed from the register of members and shall not be entitled to receive services from Shropshire Partners in Care Ltd until the appropriate membership fees have been paid.
- 5.4. The Board may, from time to time, levy a charge for re-joining the Association once membership has lapsed.

## **6. BUSINESS OF ASSOCIATION**

### **6.1 GOVERNANCE**

- 6.2. In the first year the Association shall be represented by a Board of 6 Directors of which 3 will be elected by the membership at the Annual General Meeting. The chair, Vice Chair and Treasurer will remain elected officers for continuity.
- 6.3. Board Directors shall serve for a period of 3 (three) years (but will not exceed 6 years as per 6.5.2) at which point 50% of the Board shall retire and shall be eligible for re-election with the exception of: The existing Vice Chair who will not be eligible for re-election as under normal circumstances there is the expectation they will succeed the Chair.
- 6.4 The 3 Directors who stand for re-election will be those who received the fewest votes when elected onto Board.
- 6.4.1 The identified skills for the 6 Directors are:-
- Finance
  - HR/Employment law
  - Organisational/Staff development
  - Charitable/Company governance
  - Skills in the sector
  - Value base
  - Disability/Care Sector experience/Political awareness
  - Communication/Marketing
  - Health & Safety
- 6.4.2. Where there is an identified gap in the skills mix the Board may co-opt a suitable person to ensure the Board functions within all the agreed criteria and that person may serve until the next Annual General Meeting.

### **6.5. DIRECTORS WITH OFFICER RESPONSIBILITIES**

- 6.5.1 Under normal circumstances the Chair will be in post or the Vice Chair will have adopted the role of Chair as part of the Associations succession plan.
- 6.5.2 The Board shall, at its first meeting following its election, elect the following officers: Vice Chairperson; Honorary Treasurer, additionally should circumstances require it a Chair person.
- 6.5.2 These Directors will serve for a maximum of 3 years but are eligible for re-election for a period of a further three years. If a second term of 3 years has been served, they are not eligible to seek election until a gap of at least 1 year has passed.

### **6.6. Board Meetings**

- 6.6.1 The Board shall meet on a regular basis and no less than six (6) times in each year.
- 6.6.2. Minutes of the Board meetings shall be made available to any member on request and on the website.
- 6.6.3 Minutes of the Board meetings that contain confidential or sensitive information will not be released without this information being deleted from the public record

### **6.7. Quorum**

- 6.7.1. Board meetings shall only be deemed quorate if at least four members are present and that these four members must include at least one of the Chairperson, Vice-Chairperson and Hon. Treasurer. The Chief Officer of SPIC will also normally be in attendance but will not have voting rights.

6.7.2. If a Board meeting is deemed not quorate the meeting may still take place but any decisions made shall not become effective until passed by a board meeting which is quorate.

6.8. Co-option

6.8.1. Any full member of the Association can be co-opted onto the Board by the Board for the purpose of filling a vacancy or vacancies arising from the resignation of a Board member or to represent unrepresented sectors of care provision.

6.8.2. Co-opted members of the board may, at the discretion of the elected board members, be given full voting rights at board meetings.

6.9. Removal of a Board Member

A Board member may be removed by agreement of the majority of Board members if:-

- (S)he is absent for two consecutive meetings without special leave of absence.
- Membership is terminated under paragraph 4.2 of this constitution.

7 **REFERENCE GROUP**

7.1. Representation

7.1.1 In order to ensure that SPIC fully represents the membership of the Association and that effective communication flows exist between the Board and Members, a Reference Group will meet to assist it in its deliberations.

7.1.2 The Reference Group shall be constituted so that collectively it meets the identified skills to represent the mixed economy within the independent adult health and social care sector.

7.1.3 The identified skills for the Representative Group are:-

- Sector Knowledge
- PCT and Local Authority knowledge/ experience
- Clinical knowledge/experience
- People who use services
- Advocacy

7.1.4. The Reference Group will comprise of members of the Association as well as those Directors of the Board and other relevant stakeholders if appropriate.

7.1.5. Other relevant stakeholders will be people/ organisations that have a relevant interest in the purpose and activities of the company. They may be, but not exclusively, drawn from bodies that fund the Association or bodies which represent people involved in the adult health and social care sector or users of services.

7.1.6. The Reference Group shall be solely advisory. It shall have no decision making powers within the Association.

7.1.7 The Reference Group will meet a minimum of six times per year with meetings scheduled to best inform the Board meetings. Timings of the Reference Group meetings will also take notice of key stakeholder decision making, including that of the annual fee negotiation discussions.

7.1.8 Membership of the Reference Group shall be decided at the Annual General Meeting by a direct vote of members. Up to 12 people may sit on the Reference Group with a limit of 2 representatives from each of the following six categories: Nursing and Residential Homes; Domiciliary and Home Based

Care; Learning Disability/Physical Disability and Sensory Impairment services; Service User groups and advocacy organisations.

7.1.9 Any fully paid up member of the Association can nominate themselves to be voted onto membership of the Reference Group.

7.1.10 The Reference Group will be chaired by the Chief Officer or a member of the Board. Any Board member may attend the Representative Group meeting.

7.1.11 Membership of the group is for two years only but any and all members may seek re-election at the end of the term.

7.1.12 If less than 12 Representative members are elected at the AGM, individuals may be co-opted during the year until the maximum number of 12 is filled.

## 7.2. The Annual General Meeting.

7.2.1. An Annual General Meeting of the Association shall be held in September of each year.

7.2.2. The main business of the Annual General Meeting shall be to:

- Agree the statement of accounts for the previous year
- Vote on any resolutions put before the Annual General Meeting
- Elect Board members to serve for the next 3 years.
- Appoint Auditors for the forthcoming year.
- Election of Representative Group members

7.2.3. Written notification of the Annual General Meeting shall be sent to all members of the Association at least 21 days in advance of the date of the meeting. The notice shall give the date, time and place of the meeting.

7.2.4. The Annual General Meeting shall only be deemed quorate if at least 10% of members of the Association are present and voting.

7.2.6. Each member in good standing attending the Annual General Meeting shall have the right to cast one vote in respect of elections to the Board and any resolutions recommended by the Board and Reference Group.

7.2.7. Where a member cannot attend the Annual General Meeting they may assign their vote by proxy to another member in good standing who will attend the meeting. The allocation of a proxy vote shall be on an official proxy form distributed by Shropshire Partners in Care with the papers for the Annual General Meeting.

## 7.3. Extraordinary General Meetings

7.3.1. An Extraordinary General Meeting of the Association may be called if 10 (ten) or more members submit a request for such a meeting in writing to the Chairperson. Any such requests shall state the purpose for which the meeting is being called.

7.3.2. Written notification of the Extraordinary General Meeting shall be sent to all members at least 14 (fourteen) days in advance of the date of the meeting. The notice shall give the date, time and place of the meeting and any business to be conducted will be notified to the membership.

7.3.3. An Extraordinary General Meeting shall only be deemed quorate if at least 10% of members of the Association are present and voting.

#### 7.4. Forum Meetings

- 7.4.1. Members shall have the opportunity to discuss sector specific issues at Forum meetings at least four times a year.
- 7.4.2. All Forum Group meeting shall be chaired by a Board member, a Reference Group member or the Chief Officer.
- 7.4.3. Notification of Forum meetings shall be sent by e-mail at least two weeks before the date of such meetings.
- 7.4.4. Forum Group may include: Residential & Nursing Home Management; Domiciliary Care; Specific Service User Groups (e.g Learning Disabilities) or people in receipt of an individual budget. If at least 10 members request in writing a Forum Meeting for a specific purpose, the Chief Officer will ensure such a meeting takes place within 28 days of receipt of the written request.

#### **7.5 FINANCES**

- 7.5.1. The Chief Officer shall open and maintain bank accounts in the name of the Association.
- 7.5.2. All cheques written on behalf of the Association must be signed by at least two of three named signatories.
- 7.5.3. Reasonable expenses incurred by Board members or nominated representatives on behalf of the membership shall be reimbursed.

#### 7.6. Accounting

- 7.6.1. The accounting year of the Association shall end on 31<sup>st</sup> March with its Annual General Meeting in the September following.
- 7.6.2. Accounts shall be audited by an independent auditor elected by the Annual General Meeting.

#### **8. CHIEF OFFICER**

- 8.1. The Chief Officer shall undertake the following duties:
  - (a) Maintaining the statutory registers. These are:
    - the register of members;
    - the register of directors and secretaries;
    - the register of directors' interests;
  - (b) Ensuring that statutory forms are filed promptly with Companies House.
  - (c) Providing members and auditors with notice of meetings.
  - (d) Sending the Registrar of Companies House copies of resolutions and agreements.
  - (e) Supplying a copy of the accounts to every member of the Association and every person who is entitled to receive notice of general meetings - also copies demanded by anyone under section 239 of the Companies Act.
  - (f) Keeping, or arranging for the keeping of, minutes of directors' meetings and general meetings.
  - (g) Ensuring that people entitled to do so can inspect company records.

#### **9. CHANGES TO THE CONSTITUTION**

- 9.1. Changes to this constitution can only be made by a majority of members present and voting at an Annual General Meeting or Extraordinary General Meeting.
- 9.2. Any request for changes to the constitution must be submitted to the Chairperson in writing at least 28 days before the date of the Annual General Meeting or Extraordinary General Meeting.

#### **10. DISSOLUTION OF THE COMPANY**

- 10.1. Any decision to dissolve the Association can only be taken at an Extraordinary General Meeting called expressly for the purpose of voting on such a decision.

- 10.2. The decision to dissolve the Association can be made by the majority of those present and voting at such a meeting.
- 10.3. Any surplus assets shall go to charities having the welfare of potentially vulnerable people within their objectives. The recipient charities (refer to the charities commission) shall be decided by a vote of those present.

**11. ADOPTION**

Shropshire Partners in Care adopted this amended constitution at its Annual General Meeting held on 21<sup>st</sup> September 2010

**Signed** \_\_\_\_\_ **Chairperson.**

**Date:** \_\_\_\_\_