



Constitution of Association of Voluntary Services Managers

1. Name

The name of the Association is “**Association of Voluntary Service Managers-Managing Volunteers in Palliative Care**” (AVSM)

2. Definitions

The following definitions are adopted in this Constitution:

Chairperson – the office holder who is a member of the Executive Committee and who shall be identified as Chairperson of AVSM (see in particular 6.3, 6.18, 6.19 and 6.20 below)

Executive Committee – the committee responsible for policy setting and day to day management of AVSM more particularly described in 6 below

Financial Statements – annual accounts of AVSM (in a form determined by the Executive Committee in consultation with Help the Hospices as described in 6.15 below) together with a report of the activities of AVSM and the Executive Committee for the year to which the accounts relate

General Meeting - any meeting of Members, which shall include the Annual General Meeting (AGM); provisions relating to General Meetings are in 8 below

Member (s) – a member (or members) of AVSM, such Members being divided in two categories, Full or Associate, as detailed in 5 below.

Qualifying Organisation – an organisation (other than AVSM) whose sole or main undertaking is the provision of a service or services reflecting one or more facets of palliative care.

Regional Development Forum – the body described in 7.4 below comprised of Regional Representatives and chaired by a member of the Executive Committee

Regional Representative – a person elected in accordance with 7.2 below to serve on the Regional Development Forum

Standing Committee – a committee established to take necessary decisions and actions between meetings of the Executive Committee and described in 6.10 below

Treasurer – one of two office holders required by this Constitution (the other being the Chairperson) , who shall be a member of the Executive Committee

3. Objects

AVSM is established within Help the Hospices (registered charity number 1014851 and company limited by guarantee and registered in England and Wales with company number 2751549) in pursuance of the charitable objects of Help the Hospices. AVSM is subject to the ultimate governance of Help the Hospices.

The objects of AVSM are:

- 3.1 to represent and reflect the views of the Members

- 3.2 to facilitate, promote and provide (on both a regional and national basis) training, development, information and guidance relating to best practice for Members

- 3.3 to share, and facilitate the sharing of, experience and information among Members and to provide mutual support by establishing and promoting a network (or networks) for communication among Members, whether at a regional or national level.

- 3.4 in connection with promoting and developing all aspects of volunteering and the management of volunteers linked to palliative care, to liaise with, provide guidance and information to, and champion best practice to, other professional bodies, regional and national policy makers and other reputable organisations and individuals.

- 3.5 to be recognised as an association which is a leader in its field in promoting, championing, innovating and developing best practice in the management of volunteers in palliative care

- 3.6 to do any other lawful things, and provide such services, as are consistent with the objects set out in 3.1 to 3.5 above.

4. Powers

- 4.1 To further these objects AVSM may:
 - 4.1.1 Levy subscriptions from Members at rates and for periods to be determined from time to time (on the recommendation of the Executive Committee) at the AGM of AVSM

 - 4.1.2 Fundraise, which shall include (but is not limited to) accepting gifts, donations, grants and/or sponsorship, borrowing or raising money on such terms (including the giving of security) as shall be appropriate having regard to prevailing principles and standards of prudent fiscal management; in raising funds AVSM shall comply with any relevant requirements of the law, with the constitution of Help the Hospices and with 4.2.3 below.

4.1.3 Do any other lawful things necessary for the attainment of the objects.

4.2 In exercising the powers set out in 4.1 above, AVSM recognises and acknowledges:

4.2.1 That it must at all times act in a manner consistent with its establishment within Help the Hospices and is subject to the governance of Help the Hospices

4.2.2 That AVSM's use of names, logos and other intellectual property which is owned outright by Help the Hospices is subject to prior approval of Help the Hospices and is at the absolute discretion of Help the Hospices.

4.2.3 Where AVSM undertakes fundraising activities and/or has raised or received any funds (from any source) and/or wishes to use or apply any such funds, and/or intends to acquire, dispose of or deal in any way with any assets, it may only do so in accordance with Help the Hospices' financial procedures, policies, controls and systems and that ultimate governance and control over the use of such funds and assets lies with the Board of Trustees of Help the Hospices.

4.2.4 In commissioning any work, project or undertaking from, or collaborating for any purpose with, third parties it may only do so in accordance with Help the Hospices' procedures and policies and ultimate governance and control over such activity lies with Help the Hospices.

4.2.5 All monies raised by or on behalf of AVSM shall be applied to further the objects of AVSM and for no other purpose but subject always to the ultimate governance and control of Help the Hospices.

4.2.6 All monies or other financial assets of AVSM will be held by Help the Hospices on behalf of AVSM as restricted funds as defined by the Charity Commission SORP 2005 (as amended from time to time).

4.2.7 The title to all real or personal property (including intellectual property) which may be acquired or created in furtherance of the objects of AVSM will be vested in Help the Hospices and where required in accordance with any applicable law or regulation (or by the Constitution of Help the Hospices) the prior consent of the Board of Trustees shall be obtained in relation to any acquisition, disposal or any other dealing with such property.

5. Membership

5.1 Membership of AVSM will consist of two categories, Full Members and Associate Members.

5.2 A Member must be an individual, but (subject to 5.8 below) all Members must belong to a Qualifying Organisation.

5.3 A Full Member must be an individual who is primarily responsible for the management of volunteers within his/her Qualifying Organisation. Subject to 5.8 below, there may only be one Full Member of AVSM per Qualifying Organisation.

5.4 An Associate Member is an individual who has responsibility (whether or not it is primary responsibility) for the management of volunteers within his/her Qualifying Organisation.

5.5 When any Member ceases to be involved in the Qualifying Organisation to which he/she belonged at the time he/she first became a Member of AVSM, that Member shall be deemed to have resigned from AVSM

5.6 If any Member's subscription is unpaid for 3 calendar months from the date on which payment was due, that Member shall be deemed to have resigned from AVSM

5.7 At the date of cessor of any Membership, that Membership may be transferred to the outgoing Member's successor within the relevant Qualifying Organisation so that the transferee has the benefit of any unexpired period of the outgoing Member's subscription, but otherwise Member's subscriptions shall not be subject to reimbursement in part or in full for any reason.

5.8 The Executive Committee will consider, approve or reject applications for Membership, and requests to transfer Membership, and the Executive Committee's decision is final and binding. The Executive Committee, in its absolute discretion, may admit an individual as a Full Member or an Associate Member who does not otherwise fulfil the criteria set out in 5.2, 5.3 and/or 5.4 above if to do so would better advance and/or further the objects of AVSM.

5.9 The Executive Committee may also terminate the Membership of any Member at any time provided is has good and sufficient reason so to do in the best interests of AVSM and provided that the Member concerned shall be entitled to make written or oral representations to the Executive Committee before any such power is exercised.

5.10 The Executive Committee shall keep a current register of Members with the Member's full name and contact postal address (and where the Member agrees to accept service of notice by email, his/her email address) which shall be available for inspection by Members solely for purposes connected with AVSM on reasonable prior notice and in so doing the Executive Committee shall ensure that this requirement is brought to the attention of Members and if any Member shall not give express consent to the keeping of such details on this register then the Executive Committee may (but is not obliged to) refuse or terminate Membership.

5.11 Every Member of AVSM shall be entitled to receive notice of any General Meeting, including the AGM, of AVSM in accordance with the procedure set out in 8.1 below, and to receive the Financial Statements or any other document to be presented to the meeting in question.

5.12 A Full Member is entitled to attend, speak at and vote at any General Meeting (including the AGM) of AVSM.

5.13 An Associate Member is entitled to attend at any General Meeting (including the AGM) of AVSM. At the invitation of, or otherwise with permission of, the Chairperson of the relevant meeting, an Associate Member may speak, but will not in any circumstances be entitled to vote.

6. Executive Committee and Chairperson

6.1 The policy setting and day to day management of AVSM shall be dealt with by the Executive Committee

6.2 Any Full Member is eligible to be appointed to the Executive Committee subject to such rules and processes relating to nomination and appointment as the Executive Committee shall draw up provided such appointments are formally adopted at the AGM. Where there are more nominations for appointment than places available on the Executive Committee, the appointment of the Executive Committee shall be by election at the AGM (see 8.4.2 below)

6.3 The Executive Committee shall be a minimum of 5 but not more than 12 Members, of which 1 will hold office as Chairperson of AVSM and 1 will be Treasurer of AVSM. Apart from these office holders, the Executive Committee may decide whether to establish any other specific office holders from among its number. Save in the case of the Chairperson, the Executive Committee shall select the office holders from its number by simple majority vote. The appointment of the Chairperson is dealt with at 6.18 to 6.20 below.

6.4 The term of office of a member of the Executive Committee shall be 1 year from an AGM. No Member shall serve on the Executive Committee for more than [] consecutive years (which shall include any period as a designated office holder) unless circumstances otherwise require as determined by the Executive Committee in its discretion.

6.5 The term of office of the Chairperson, Treasurer and any other office holder established under 6.3 above shall be 1 year from an AGM. No member of the Executive Committee shall serve as an office holder for more than [] consecutive years unless circumstances otherwise require as determined by the Executive Committee in its discretion. The term of office of the Chairperson is dealt with at 6.19 below.

6.6 Subject to 4.2.4 the Executive Committee may appoint and pay for such clerical or other assistance as it may reasonably require.

6.7 Subject to 4.2.4, the Executive Committee may appoint and pay independent professional advisers, consultants or third party contractors on such terms as it may properly require in the best interests of AVSM and in order properly to discharge its policy and management responsibilities.

6.8 The Executive Committee may establish sub-committees for any purpose provided appropriate written terms of reference for such committees ensure their accountability to the Executive Committee.

6.9 The Executive Committee shall meet at least twice a year, and more frequently if the majority of the Executive Committee consider it to be requisite. Provided that all participants may communicate simultaneously with all other participants, Executive Committee meetings may be held by telephone or video conference or such other means as the Executive Committee may decide.

6.10 Between Executive Committee meetings, a Standing Committee consisting of the Chairperson, the Treasurer and one other Executive Committee member (as agreed by not less than two thirds of the Executive Committee) shall be responsible for taking any necessary decisions and/or actions but all such decisions and/or actions shall be reported at the next meeting of the Executive Committee.

6.11 Minutes shall be kept of meetings of the Executive Committee, Standing Committee and any sub committee.

6.12 The Executive Committee may at any time co-opt individuals to become its members. Save in exceptional circumstances (which may include, but are not limited to, the need to secure particular skills and/or expertise in a member or members of the Executive Committee) at any time there should be no more co-options than are needed to ensure that the Executive Committee has its minimum membership of 5. In exercising its powers of co-option, the Executive Committee may co-opt Associate Members or individuals who are not Members of AVSM, and in particular if no Member of AVSM is prepared to take up an appointment as Treasurer or any designated office (other than Chairman) which has been established, the Executive Committee shall co-opt suitable non- Member office-holders.

6.13 Co-options to the Executive Committee (whether or not as designated office holders) shall continue until the next AGM, when in the case of necessity (to be reviewed at that and any subsequent AGM) a further period of co-option may be effected.

6.14 The Executive Committee shall have power to make arrangements for, or to lay down procedures to be followed for, the conduct of any business, meetings, elections, correspondence, co-options or any other business or activity connected with the affairs of AVSM (including the Regional Development Forum and any sub committees established under 6.8 above) and the attainment of AVSM's objects, provided these do not expressly or impliedly contradict the provisions of this Constitution.

6.15 Subject to the ultimate governance of Help the Hospices, the Executive Committee will be responsible for the prudent fiscal management of AVSM and will liaise with Help the Hospices to ensure the Financial Statements are drawn up and circulated to all Members each year. The accounts of AVSM will be kept by Help the Hospices, and will form part of Help the Hospices' statutory accounts and audited as such.

6.16 The Executive Committee shall be responsible for establishing appropriate processes for it to consult with the Regional Development Forum and ultimately to ensure that in attaining its objects AVSM reflects engagement with the Regional Development Forum.

6.17 The quorum for the Executive Committee shall be [].

6.18 The Chairperson of the Executive Committee (who is Chairperson of AVSM) shall be elected by simple majority vote of both the members of the Executive Committee and the Regional Representatives. If this voting is tied between two or more candidates then those Members present in person or by proxy at the AGM shall elect by simple majority from the candidates in question. and the Executive Committee shall be responsible for establishing procedures for nomination and the election process in accordance with 6.14 above, provided that Members are given written notice of any changes or amendments to current procedures no later than the time of service of the notice of the next AGM to which they apply (see 8.1 below)

6.19 The term of office for the Chairperson shall be one year starting from the close of an AGM in which he/she is elected or adopted (see 8.2 below) and no individual shall serve for more than [4?] consecutive years unless circumstances otherwise require as determined by the Executive Committee in its discretion.

6.20 The Chairperson shall be a Full Member but if no Full Member is willing to seek office as Chairperson then in the discretion of the Executive Committee an Associate Member may stand for election. If no Full or Associate Member is willing to seek office as

Chairperson then the Executive Committee may nominate such other individual as may in its discretion be suitable.

6.21 In exercising any power or authority (including any discretion) of the Executive Committee under this constitution each member of the Executive Committee must act in good faith and in the best interests of AVSM to further the attainment of its objects, and is subject always to the ultimate governance of Help the Hospices.

7 Regional organisation and participation (The Regional Development Forum)

7.1 AVSM shall be divided into designated regions and each region shall annually elect a Regional Representative to serve on the Regional Development Forum.

7.2 A Regional Representative must be a Full Member of AVSM unless circumstances otherwise require as determined by the Executive Committee in its discretion.

7.3 The number and composition of the Regions will be as determined by the AGM from time to time.

7.4 The Regional Development Forum shall be made up of the Regional Representative from each region and will be chaired by a member of the Executive Committee selected by the Executive Committee (for the avoidance of doubt the chairperson of the Regional Development Committee need not be a Regional Representative).

7.5. The election process for Regional Representatives and the terms of reference (which may include provisions for co-option) for the Regional Development Forum shall be determined by the Executive Committee in accordance with 6.14 above.

7.6. The term of office for a Regional Representative will be 1 calendar year from election but no individual may hold office as a Regional Representative for more than [] consecutive years unless circumstances otherwise require as determined by the Executive Committee in its absolute discretion.

7.7 Minutes shall be kept of any meeting of the Regional Development Forum.

8. General Meetings

8.1 There shall be an AGM in each calendar year which shall be no held ho later than 15 months after the previous one, at a time and place to be determined by the Executive Committee of which not less than 3 weeks prior written notice must be given to all Members. Such notice must include details of how a Member may vote by proxy (see also 8.7 below)

8.2 The AGM shall be chaired by the Chairperson whose term of office shall end at the close of the meeting in question (see 6.19 above).

8.3 If any individual is a member of the Executive Committee or a Regional Representative but is not a Member, he/she must also receive notice of an AGM as set out in 8.1 above. Such individual may attend the AGM, and at the invitation or otherwise with the permission of the Chairperson may speak, but in no circumstances vote.

8.4 The business of the AGM shall be to :

8.4.1 receive the Financial Statements for the immediately preceding year

8.4.2 adopt (including, where necessary, by election) up to 12 candidates to become members of the Executive Committee (see 6.2,6.3,6.12 and 6.13 above)

8.4.3 adopt the Chairperson for the forthcoming year elected by the Executive Committee and Regional Development Forum and/or where necessary elect the Chairperson (see 6.18 and 6.20)

8.4.4 Consider any other resolution which has been laid before the AGM in accordance with 8.5 below

8.5 Proposals for resolution at any General Meeting (including the AGM) shall be submitted in writing to the Treasurer (or such member of the Executive Committee designated for this purpose of whom Members shall have been given prior notice in writing signed by the Treasurer for the time being) not less than 7 clear days before the meeting in question. A resolution shall be submitted either by a simple majority of the Executive Committee, or shall be proposed by a Full Member and seconded by at least one Full or Associate Member.

8.6 In addition to the AGM, a General Meeting may be called either by a simple majority of the Executive Committee or by a written request stating the purpose of the meeting in question signed by at least one third of Full Members and sent to the Treasurer (or such member of the Executive Committee designated for this purpose of whom Members shall have been given prior notice in writing signed by the Treasurer for the time being). On receipt of such request from Full Members the Executive Committee shall cause a General Meeting to be convened within 28 days and otherwise in accordance with 8.1 and 8.3 above and notice of the meeting must include in the notice of the meeting in question a statement of its purpose.

8.7 A Full Member may appoint a proxy to attend in his/her place to vote at any General Meeting (including the AGM). The proxy need not be Member, and can be the Chairperson. A full explanation of procedural requirements relating to proxies shall be drawn up by the Executive Committee in accordance with 6.14 above and shall be adequately explained on any notice of meeting given under 8.1 above.

8.8 The quorum for General Meetings (including the AGM) shall be one quarter of those Full Members who are present in person or by proxy. Save in relation to matters referred to in 9 below business shall be decided by a simple majority of Full Members present in person or by proxy.

8.9 At any General Meeting (including the AGM) any Full Member present in person (but not by proxy) may demand, or the Chairperson may require, a poll either before or immediately after a vote on a show of hands on the matter in question.

9. Amendments to this Constitution

Additions /changes to this Constitution may only be made by vote at a General Meeting (including an AGM). Proposals for change may be made by the Executive Committee or by a resolution proposed by a Full Member and seconded by at least 2 Full Members. Prior written notice of proposed additions and/or changes must be sent to Members either at the same time as notice of the AGM is served under 8.1 above or otherwise at the time notice of any General Meeting is served under 8.6above. All such additions and/or changes will require a two-thirds majority of those Full Members present in person or by proxy, and are subject to 4.2.1 above

10. Remuneration and reimbursement of expenses

10.1 The Executive Committee shall have power to reimburse the proper and reasonable expenses incurred by any of the following:

10.1.1 Any Member who is acting solely in relation to the business or activities of AVSM

10.1.2 Any member of the Executive Committee (including the Chairperson, Treasurer and any designated office holder) in relation to activities solely connected with his/her appointment as a member of the Executive Committee

10.1.3 Any Regional Representative in relation to activities solely connected with his/her appointment as a Regional Representative

10.2 The Executive Committee shall be empowered to remunerate by honorarium the Chairperson, Treasurer or any designated office-holder at its discretion and always in accordance with prevailing principles and standards of prudent fiscal management for work done in pursuance of that office, such remuneration to be reviewed and authorised annually by approval of not less than a two-thirds majority of the Executive Committee and for the avoidance of doubt the Executive Committee may decline to exercise this power.

11. Notices and Communications

Notices and other communications shall be sent:

11.1 To the Chairperson or to whichever member of the Executive Committee has been so designated for this purpose under this Constitution, and

11.2 To Members (or any other person entitled to receive a notice under this Constitution) to the last address in the United Kingdom notified in writing by that Member or person for this purpose to AVSM by first class prepaid post and any letter so sent shall be deemed to have been received within 2 days (excluding Saturday, Sundays and Bank Holidays) of posting. A notice in writing may also be given by electronic mail but only from and to the email addresses which (as the case may be) the Executive Committee has identified prior to adopting this form of communication to Members or other persons entitled to receive notices under this constitution and the Member has identified to the Executive Committee prior to accepting this form of communication from the Committee. Email addresses from and to which notices may be served may themselves be changed by service of appropriate prior written notice. Where the Executive Committee or a Member has not identified an email address for service of notices in this way then notices must be served by post.

12. Dissolution

If the Executive Committee by a two-thirds majority decides at any time and on any ground that it is advisable to dissolve AVSM it shall call a General Meeting in accordance with 8.6 above and the notice shall state the terms of the resolution for dissolution to be put to such meeting. Proxy voting shall be permitted by the notice calling the meeting. Dissolution of AVSM shall require a decision confirmed by a two-thirds majority of those Members present in person or by proxy and entitled to vote.

Help the Hospices may dissolve AVSM immediately if AVSM does anything which brings or is likely to bring the reputation of Help the Hospices into disrepute or otherwise in the proper exercise of its governance responsibilities.

The Executive Committee may recommend to the Board of Trustees of Help the Hospices that any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to AVSM as the Executive Committee may determine. However, the final decision will be made by the Board of Trustees of Help the Hospices.

