



National Association of

Virtual School Heads

Looking after learning

CONSTITUTION AND APPENDICES

CHARITY NUMBER: 1166708

DATE OF CONSTITUTION (LAST AMENDED): *April 2021*

Signed: Patrick Ward

Chair of NAVSH

Date: 19/04/2021

NAVSH CONSTITUTION

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**THE CONSTITUTION OF
THE NATIONAL ASSOCIATION OF VIRTUAL SCHOOL HEADS**

CHARITY NUMBER

1166708

DATE OF CONSTITUTION (LAST AMENDED)

28th March 2018

1. NAME

The name of the Charitable Incorporated Organisation is The National Association of Virtual School Heads (NAVSH)

2. NATIONAL LOCATION OF PRINCIPAL OFFICE

The principal office of the NAVSH is in England. (www.navsh.org.uk)

3. OBJECTS

The objects of the NAVSH are to:

1. Advance education for the public benefit in the care and education of looked after children, previously looked after children and care leavers by the undertaking of research for the public benefit and the dissemination of the useful results thereof
2. To promote the care and education of looked after children, previously looked after children and care leavers in particular, but not exclusively by, the provision of education and training for those employed in provision of care for looked after children.

4. POWERS

The NAVSH has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the NAVSH's powers include power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The NAVSH must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;

(2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(3) sell, lease or otherwise dispose of all or any part of the property belonging to the NAVSH. In exercising this power, the NAVSH must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

(4) employ and remunerate such staff as are necessary for carrying out the work of the NAVSH. The NAVSH may employ or remunerate a charity trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses;

(5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the NAVSH to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

5. APPLICATION OF INCOME AND PROPERTY

(1) The income and property of the NAVSH must be applied solely towards the promotion of the objects.

(a) A charity trustee is entitled to be reimbursed from the property of the NAVSH or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the NAVSH.

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the NAVSH's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the NAVSH may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the NAVSH. This does not prevent a member who is not also a charity trustee receiving:

(a) a benefit from the NAVSH as a beneficiary of the NAVSH;

(b) reasonable and proper remuneration for any goods or services supplied to the NAVSH.

(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS

(1) General provisions

No charity trustee or connected person may:

- (a) buy or receive any goods or services from the NAVSH on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the NAVSH;
- (c) be employed by, or receive any remuneration from, the NAVSH;

(2) Scope and powers permitting trustees' or connected persons' benefits

- (a) A charity trustee or connected person may receive a benefit from the NAVSH as a beneficiary of the NAVSH provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the NAVSH where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the NAVSH with goods that are not supplied in connection with services provided to the NAVSH by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the NAVSH at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the NAVSH. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the NAVSH on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The NAVSH and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the NAVSH and the charity trustee or connected person supplying the goods (“the supplier”).

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other charity trustees are satisfied that it is in the best interests of the NAVSH to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the NAVSH.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

(f) The reason for their decision is recorded by the charity trustees in the minute book.

(g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

(a) “the NAVSH” includes any company in which the NAVSH:

(i) holds more than 50% of the shares; or

- (ii) controls more than 50% of the voting rights attached to the shares; or
- (iii) has the right to appoint one or more directors to the board of the company;
- (b) “connected person” includes any person within the definition set out in clause [30] (Interpretation);

7. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

A charity trustee must:

(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the NAVSH or in any transaction or arrangement entered into by the NAVSH which has not previously been declared; and

(2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the NAVSH and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE NAVSH IF IT IS WOUND UP

If the NAVSH is wound up, the members of the NAVSH have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. MEMBERSHIP OF THE NAVSH

(1) Admission of new members

(a) Eligibility

Membership of the Association shall be open to the local authority officer holding an appointment or has been commissioned to discharge the duty in accordance with Section 99 of the Children and Families Act 2014. This will be the NAVSH member with voting rights and able to stand for office.

Section 99 of the Children and Families Act 2014 states that:

Promotion of educational achievement of children looked after by local authorities

In the Children Act 1989, in section 22 after subsection (3A) (duty of local authorities to promote the educational achievement of looked after children) insert—

“(3B)A local authority in England must appoint at least one person for the purpose of discharging the duty imposed by virtue of subsection (3A).

(3C)A person appointed by a local authority under subsection (3B) must be an officer employed by that authority or another local authority in England.”

The officer appointed by local authorities is commonly referred to as the Virtual School Head (VSH).

A looked after child is defined in the Children Act 1989 as follows:

A child is looked after by a local authority if he or she has been provided with accommodation, for a continuous period of more than 24 hours, in the circumstances set out in Sections 20 and 21 of the Children Act 1989, or is placed in the care of a local authority by virtue of an order made under part IV of the Act (that is, under a care order).

A care leaver is a person who has been looked after for at least 13 weeks since the age of 14, and who was in care on their 16th birthday.

(b) Admission procedure

The charity trustees:

(i) will require applications for membership to be made in any reasonable way that they decide;

(ii) shall, if they approve an application for membership, notify the applicant of their decision within 21 days;

(iii) may refuse an application for membership if they believe that it is in the best interests of the NAVSH for them to do so;

(iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within [21 days] of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and

(v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(2) Transfer of membership

Membership of the NAVSH can only be transferred to a new representative appointed by the same local authority of the member in accordance with Section 99 of the Children and Families Act 2014. Such transfer of membership does not take effect until the NAVSH has received written notification of the transfer.

(3) Duty of members

It is the duty of each member of the NAVSH to exercise his or her powers as a member of the NAVSH in the way he or she decides in good faith would be most likely to further the purposes of the NAVSH.

(4) Termination of membership

(a) Membership of the NAVSH comes to an end if:

- (i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
- (ii) the member sends a notice of resignation to the charity trustees; or
- (iii) any sum of money owed by the member to the NAVSH is not paid in full within six months of its falling due; or
- (iv) the charity trustees decide that it is in the best interests of the NAVSH that the member in question should be removed from membership, and pass a resolution to that effect.

(b) Before the charity trustees take any decision to remove someone from membership of the NAVSH they must:

- (i) inform the member of the reasons why it is proposed to remove him, her or it from membership;
- (ii) give the member at least 21 clear days notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;

(iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;

(iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and

(v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(5) Membership fees

The Association will require members to pay reasonable membership fees to the Association.

(6) Associate (non-voting) membership

Non-voting members may join the association as associate members. The rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members are set out in the Appendices to this constitution which do not form part of the constitution.

Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

10. MEMBERS' DECISIONS

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the NAVSH may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the NAVSH may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting [(including votes cast by postal or email ballot, and proxy votes)].

(3) Taking ordinary decisions by written resolution without a general meeting

(a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

(i) a copy of the proposed resolution has been sent to all the members eligible to vote; and

(ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the NAVSH has specified.

(b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.

(c) Eligibility to vote on the resolution is limited to members who are members of the NAVSH on the date when the proposal is first circulated in accordance with paragraph (a) above.

(d) Not less than 10% of the members of the NAVSH may request the charity trustees to make a proposal for decision by the members.

(e) The charity trustees must within 21 days of receiving such a request comply with it if:

(i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

(ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

(iii) Effect can lawfully be given to the proposal if it is so agreed.

(f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

(4) Decisions that must be taken in a particular way

(a) Any decision to remove a trustee must be taken in accordance with clause [15(2)].

(b) Any decision to amend this constitution must be taken in accordance with clause [28] of this constitution (Amendment of Constitution).

(c) Any decision to wind up or dissolve the NAVSH must be taken in accordance with clause [29] of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the NAVSH to one or more other NAVSHs must be taken in accordance with the provisions of the Charities Act 2011.

11. GENERAL MEETINGS OF MEMBERS

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of the NAVSH. The first AGM must be held within 18 months of the registration of the NAVSH, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause [13].

Other general meetings of the members of the NAVSH may be held at any time.

All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

(a) The charity trustees:

(i) must call the annual general meeting of the members of the NAVSH in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and

(ii) may call any other general meeting of the members at any time.

(b) The charity trustees must, within 21 days, call a general meeting of the members of the NAVSH if:

(i) they receive a request to do so from at least 10% of the members of the NAVSH; and

(ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

(c) If, at the time of any such request, there has not been any general meeting of the members of the NAVSH for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.

(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

(e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

(f) Any general meeting called by the charity trustees at the request of the members of the NAVSH must be held within 28 days from the date on which it is called.

(g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

(h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

(i) The NAVSH must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the NAVSH shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) Notice of general meetings

(a) The charity trustees, or, as the case may be, the relevant members of the NAVSH, must give at least 14 clear days notice of any general meeting to all of the members, and to any charity trustee of the NAVSH who is not a member.

(b) If it is agreed by not less than 90% of all members of the NAVSH, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

(c) The notice of any general meeting must:

(i) state the time and date of the meeting:

- (ii) give the address at which the meeting is to take place;
 - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - (iv) if a proposal to alter the constitution of the NAVSH is to be considered at the meeting, include the text of the proposed alteration;
 - (v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee, or where allowed under clause [22] (Use of electronic communication), details of where the information may be found on the NAVSH's website.
- (d) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the NAVSH.

(4) Chairing of general meetings

The person nominated as chair by the charity trustees under clause [19](2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the NAVSH who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the NAVSH unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be 20% of the voting membership. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.

(c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

(d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must [either be announced by the chair or] be notified to the NAVSH's members at least seven clear days before the date on which it will resume.

(e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

(f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

(a) Any decision other than one falling within clause 10(4)] (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting [(including proxy and postal votes). Every member has one vote.

(b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.

(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

(d) A poll may be taken:

(i) at the meeting at which it was demanded; or

(ii) at some other time and place specified by the chair; or

(iii) through the use of postal or electronic communications.

(e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. CHARITY TRUSTEES

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the NAVSH and may for that purpose exercise all the powers of the NAVSH. It is the duty of each charity trustee:

(a) to exercise his or her powers and to perform his or her functions as a trustee of the NAVSH in the way he or she decides in good faith would be most likely to further the purposes of the NAVSH; and

(b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

(i) any special knowledge or experience that he or she has or holds himself or herself out as having; and

(ii) if he or she acts as a charity trustee of the NAVSH in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

(a) Every charity trustee must be a natural person.

(b) No one may be appointed as a charity trustee:

- if he or she is under the age of 16 years; or
- if he or she would automatically cease to hold office under the provisions of clause [15(1)(f)].

(c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(3) Number of charity trustees

There shall be eight elected trustees.

(4) First charity trustees

The first charity trustees of the NAVSH are: Matthew Blood; Tony Clifford; Alan Clifton; Michael Gorman; Sally-Ann Harding; Jane Pickthall; Diane Taylor

13. APPOINTMENT OF CHARITY TRUSTEES

(1) The Trustees of the Association shall be the Chair, the Immediate Past Chair, the Vice Chair, the Honorary Secretary, the Honorary Treasurer, the Training and CPD Lead, the Regional Lead, the Research Lead and the Communications Lead.

(2) The Vice Chair shall be elected by members annually. The Vice Chair will take up post at the Annual General Meeting following their election and become Chair one year later. The existing Chair shall retire when replaced by the Vice Chair. The retiring Chair will be the Immediate Past Chair and serve for one year as a Trustee. The Immediate Past chair shall retire from office after serving one year as the Immediate Past Chair.

(3) The Honorary Secretary, the Honorary Treasurer, the Training and CPD Lead, the Regional Lead, the Research Lead and the Communications Lead shall be elected by members and serve a minimum of one year and a maximum of three years.

(4) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in 1 clause 12(3) on the number of charity trustees would not as a result be exceeded;

(5) A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment..

14. INFORMATION FOR NEW CHARITY TRUSTEES

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of the NAVSH's latest trustees' annual report and statement of accounts.

15. RETIREMENT AND REMOVAL OF CHARITY TRUSTEES

A charity trustee ceases to hold office if he or she:

- (a) retires by notifying the NAVSH in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- (c) dies;
- (d) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) is removed by the members of the NAVSH in accordance with sub-clause (2) of this clause; or
- (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

16. REAPPOINTMENT OF CHARITY TRUSTEES

Any person who retires as a charity trustee by rotation or by giving notice to the NAVSH is eligible for reappointment.

17. TAKING OF DECISIONS BY CHARITY TRUSTEES

Any decision may be taken either:

- at a meeting of the charity trustees; or
- by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement.

18. DELEGATION BY CHARITY TRUSTEES

(1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements -

- (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
- (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. MEETINGS AND PROCEEDINGS OF CHARITY TRUSTEES

(1) Calling meetings

- (a) Any charity trustee may call a meeting of the charity trustees.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the

time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is four trustees, one half of the charity trustees plus one. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

(b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. SAVING PROVISIONS

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. EXECUTION OF DOCUMENTS

(1) The NAVSH shall execute documents by signature.

(2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

22. USE OF ELECTRONIC COMMUNICATIONS

The NAVSH will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

(a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

(b) any requirements to provide information to the Commission in a particular form or manner.

23. KEEPING OF REGISTERS

The NAVSH must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

24. MINUTES

The charity trustees must keep minutes of all:

(1) appointments of officers made by the charity trustees;

(2) proceedings at general meetings of the NAVSH;

(3) meetings of the charity trustees and committees of charity trustees including:

- the names of the trustees present at the meeting;
- the decisions made at the meetings; and
- where appropriate the reasons for the decisions;

(4) decisions made by the charity trustees otherwise than in meetings.

25. ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS,

(1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the NAVSH, within 10 months of the financial year end.

(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the NAVSH entered on the Central Register of Charities.

26. RULES

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the NAVSH, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the NAVSH on request.

27. DISPUTES

If a dispute arises between members of the NAVSH about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. AMENDMENT OF CONSTITUTION

As provided by clauses 224-227 of the Charities Act 2011:

(1) This constitution can only be amended:

(a) by resolution agreed in writing by all members of the NAVSH; or

(b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the NAVSH.

(2) Any alteration of Article 3 (Objects), Article [29] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the NAVSH or persons connected with them, requires the prior written consent of the Charity Commission.

(3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

(4) A copy of any resolution altering the constitution, together with a copy of the NAVSH's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. VOLUNTARY WINDING UP OR DISSOLUTION

(1) As provided by the Dissolution Regulations, the NAVSH may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the NAVSH can only be made:

(a) at a general meeting of the members of the NAVSH called in accordance with clause [11] (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

(i) by a resolution passed by a 75% majority of those voting, or

(ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(b) by a resolution agreed in writing by all members of the NAVSH.

(2) Subject to the payment of all the NAVSH's debts:

(a) Any resolution for the winding up of the NAVSH, or for the dissolution of the NAVSH without winding up, may contain a provision directing how any remaining assets of the NAVSH shall be applied.

(b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the NAVSH shall be applied.

(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the NAVSH.

(3) The NAVSH must observe the requirements of the Dissolution Regulations in applying to the Commission for the NAVSH to be removed from the Register of Charities, and in particular:

(a) the charity trustees must send with their application to the Commission:

(i) a copy of the resolution passed by the members of the NAVSH;

(ii) a declaration by the charity trustees that any debts and other liabilities of the NAVSH have been settled or otherwise provided for in full; and

(iii) a statement by the charity trustees setting out the way in which any property of the NAVSH has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the NAVSH, and to any charity trustee of the NAVSH who was not privy to the application.

(4) If the NAVSH is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. INTERPRETATION

In this constitution:

“connected person” means:

(a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;

(b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;

(c) a person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;

(d) an institution which is controlled –

(i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or

(ii) by two or more persons falling within sub-clause (d)(i), when taken together

(e) a body corporate in which –

(i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or

(ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The “Communications Provisions” means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

“charity trustee” means a charity trustee of the NAVSH.

A “poll” means a counted vote or ballot, usually (but not necessarily) in writing.

Appendix

The following provisions do not form part of the 'Association' model constitution but are available as options under clauses 11 (General meetings of members) and 22 (Use of electronic communications). For CIOs intending to include these powers in their constitutions, we recommend that you use the following wording. Notes on these clauses are included with the explanatory notes accompanying the clauses in the model.

General meetings of members

(7) Proxy voting

(a) Any member of the CIO may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the CIO. Proxies must be appointed by a notice in writing (a "proxy notice") which:

(i) states the name and address of the member appointing the proxy;

(ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

(iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the CIO may determine; and

(iv) is delivered to the CIO in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

(b) The CIO may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(d) Unless a proxy notice indicates otherwise, it must be treated as:

(i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

(ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

(8) Postal Voting

(a) The CIO may, if the charity trustees so decide, allow the members to vote by post or electronic mail ("email") to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.

(b) The charity trustees must appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.

(c) If postal and/or email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than 21 days before the deadline for receipt of votes cast in this way:

(i) a notice by email, if the member has agreed to receive notices in this way under clause [22] (Use of electronic communications), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;

(ii) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

(d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for [name of CIO]', at the CIO's principal office or such other postal address as is specified in the voting procedure.

(e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

(f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.

(g) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

(h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be

provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.

(i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

(j) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.

(k) The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

(l) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.

(m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

Use of electronic communications

To the CIO

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

By the CIO

(a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

(b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website –

(i) provide the members with the notice referred to in clause 11(3) (Notice of general meetings);

(ii) give charity trustees notice of their meetings in accordance with clause 19(1) (Calling meetings);

(c) The charity trustees must:

(i) take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal;

(ii) send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

APPENDICES

The following provisions do not form part of the constitution.

APPENDIX ONE

NAVSH POLICY STRUCTURE AND WORKING ARRANGEMENTS

1. SUMMARY

- a) The Trustees are the governing body of the charity.
- b) The Executive Council has the overall responsibility for determining NAVSH policy.
- c) The NAVSH Regions contribute to policy development by sending representatives to the Executive Council. NAVSH Regions also contribute directly to specific initiatives.

2. NAVSH ORGANISATION CHART

Board of trustees	Chair; Vice-Chair; Immediate Past Chair; Honorary Secretary; Honorary Treasurer; Training and CPD Lead; Regional Lead; Research Lead
Extended board	Board of trustees plus regional representatives and associate member from Scotland and Wales
Voting members	Virtual School Heads who have joined the Association

3. ELECTION OF TRUSTEES

(a) Elections shall be conducted by ballot. The result of any ballot shall be ratified by the Executive Council. The Trustees Committee shall each year appoint the Honorary Auditor(s).

(b) A member who has been elected or appointed to the same office in each of five successive years may not stand for election or appointment to the same office in the sixth year without the approval of the Executive Council. The Officers to which this paragraph relates shall be:

- The Honorary Secretary

- The Honorary Treasurer
- The Training and CPD Lead
- The Regional Lead
- The Research Lead

(c) A candidate for election shall be a full member of the Association.

(d) A person ceasing to be a member of the Association shall cease to be an Officer or Representative.

(e) If the Chair resigns or ceases to be eligible to continue in office, the Executive Council may appoint the Immediate Past Chair, or the Vice Chair to fill the vacancy, provided she or he consents.

(f) If the Vice Chair resigns or ceases to be eligible to continue in office, the Honorary Secretary shall conduct an election to fill the vacancy. The successful candidate shall take up office as Vice Chair immediately, becoming Chair at the next Annual Conference.

(g) If a vacancy occurs in any office, other than Immediate Past Chair, and the Executive Council does not make an appointment under paragraph 13 (1)(b), the Honorary Secretary shall conduct an election to fill the vacancy.

(h) A candidate for election shall be nominated and seconded in writing by members of the Association and shall signify in writing his or her unconditional consent to stand for election.

(i) In calling for the return of ballot papers, the Honorary Secretary shall state the last date upon which they must be received.

(j) If there is an equality of votes, the candidates who have received an equality of votes shall be invited to draw lots to determine which shall fill the vacancy or vacancies.

(k) All elections under this Article shall be determined by simple majority in a single ballot except that the election of a Vice-Chair shall be determined by the system known as the Single Transferable Vote.

(l) All elections under this Article shall be conducted by the Honorary Secretary of the Association, the Training and CPD Lead or the Regional Lead.

(m) No person shall vote in any election in which he or she is nominated as a candidate.

(n) The Trustees shall each year appoint the Honorary Auditor.

(o) In the case where no one comes forward for election the following process will be adopted:

- I. Members who put themselves forward for a trustee role but were not elected are invited to consider taking on any unfilled trustee posts for the next year. If more than one person expresses an interest the Trustees will decide by a simple majority vote.
- II. Where a role remains unfilled following this process Trustees will approach individual members to take on the role for the next year.
- III. All trustee roles that have been appointed will go up for election the following year, appointed members who have taken on the role would be encouraged to put themselves forward for election.
- IV. A member who has been elected or appointed to the same office in each of five successive years may not stand for election or appointment to the same office in the sixth year without the approval of the board of trustees.

Duties of honorary secretary

The duties of the Honorary Secretary shall be to convene all meetings of the Association and of the Trustees Committee and Executive Committee and to keep the minutes thereof; to prepare and circulate in advance to members a draft Annual Report for submission to the Annual General Meeting containing the audited statement of accounts; and generally to transact the administrative business of the Association.

Duties of the honorary treasurer

The duties of the Honorary Treasurer shall be to receive and pay all monies due to and from the Association generally, and to prepare annually a detailed Statement of Accounts made up to the April 5th which shall be submitted to the Honorary Auditors of the Association and subsequently to the Honorary Secretary for inclusion in the Annual Report. In addition the Honorary Treasurer shall manage the Association's sponsorship arrangements and advise the Trustees on issues relating to the Association's finances.

Duties of honorary auditors

The duties of the Honorary Auditors shall be to examine the Annual Statement of Accounts, financial books and documents of the Association and to certify whether they are correct or not.

Additional appointments

The Executive Council and the Trustees Committee may from time to time appoint members of the Association or others to perform functions on behalf of the

Association. Such appointments shall not confer the right to membership of the Trustees Committee or Executive Council.

Associate members

Members may join the association as associate members for an annual fee agreed by the Trustees. Associate members must sign a declaration agreeing that they will:

- Abide by the Association's constitution and the rules set out in the appendices which are updated from time to time
- Not use the Association's logo any way that suggests endorsement by the Association
- Former trustees are entitled to a lifetime free associate membership of the Association.

4. THE EXECUTIVE COUNCIL

(a) The Association shall have an Executive Council charged with the development and implementation of the objectives of the Association and subject to the governance of the Association's Trustees. The Executive Council shall consist of the following:

- The Trustees of the Association (seven)
- Nine Regional Representatives, one from each region as listed in Appendix One)

(b) The term of office of a Regional Representative should be determined by the Region. In the event of a Regional Representative being unable to attend a meeting a deputy may attend in his/her place.

(c) The Executive Council shall have authority to invite members of the Association to attend their meetings. Persons so invited shall be known as "attending members" and they shall be entitled to receive documents and take part in discussions but not to vote.

(d) Meetings of the Council shall be held at least three time a year

(e) The Honorary Secretary shall convene a Special Meeting of the Executive Council within fourteen days of the receipt by him or her from each of three members of the Council of a signed requisition in terms which clearly invoke this paragraph, provided that at least one of the requisitions shall set out the terms of a motion or motions to be discussed at the Special Meeting.

(f) Six members of the Executive Council shall form a quorum.

APPENDIX TWO

CODE OF CONDUCT

1. Introduction

The Association has made provision for a Code of Conduct binding upon all Members of the Association. All individuals seeking or wishing to continue in Membership of the Association under Articles 4, 7 and 8 of the Association must make a declaration that they will abide by this Code of Conduct as a condition of Membership.

This Code covers both the reality and the appearance of conduct. This is to ensure the conduct of Members of the Association is beyond reproach and the highest standards of ethical conduct are maintained in the interests of the standing of the Association, the maintenance of its values and pursuit of its objectives.

All full Members of the Association are asked to consider and to comply with the current or any future Code of Practice for local government employees.

2. Standards

All Members are expected to avoid any act that may bring the Association into disrepute or diminish the trust and confidence of the public and to abide by the seven principles of public life (Appendix Six).

All Members are expected to maintain the highest possible ethical, personal and professional standards in carrying out their professional responsibilities and in the exercise of Membership of the Association.

3. Misuse of Information

Information gained in the course of membership or employment must not be used for personal gain or benefit. Information entrusted for one purpose should not be used for another without consent. Neither should such information be passed on to others who might use it in such a way. Information received in confidence should be respected unless non-disclosure would place the proper protection of an individual at risk or concealment result in a breach of the law.

4. Relationships

Members are expected to be mindful of their professional standing and of their obligations to users, carers, society, employers, each other, and to other professionals.

All Members of the Association will give precedence to their professional responsibilities over their own personal interests in their relationship with Councillors,

the local community, users, carers, contractors or any other person coming to them in their professional capacity.

Members of the Association will be expected to work with others in the interests of the Association and in pursuit of its objectives. In making any public statements or undertaking public activities, Members must be clear whether they are acting in a personal, official or professional capacity.

It is the responsibility of all Members of the Association to ensure they maintain a clear distinction between their personal and professional relationships within their work situation.

Neither should they, as a result of membership of any other organisation, place themselves in a position where their motivation or probity may be called into question.

Members may not impose their personal, religious or political beliefs on any person with whom they are in a professional relationship or to suggest that refusal or acceptance of such beliefs may lead to different or preferential treatment.

5. Personal Interests

All Members of the Association are responsible for informing the Honorary Secretary or Treasurer of the Association of any personal, professional, financial or other non financial interest arising from their professional activity they consider may conflict with or bear upon their participation in the Association and to seek advice.

All Members are encouraged and expected to register, voluntarily, with the Honorary Secretary any personal or professional financial or other interest they or others might perceive to have a bearing on their probity, participation or Membership. This would exclude membership of other professional associations and learned bodies not involved in contractual relationships with the Association.

All Members are reminded that membership of closed or secret organisations, whose activities are generally considered to be incompatible with the Association's values, will result in a review of Membership.

6. Fairness and Equity

All Members are expected to uphold relevant legal requirements in the promotion and maintenance of non-discrimination. Fairness and impartiality must be applied in all activities on behalf of the Association.

7. Upholding the Law

Members of the Association shall not commission nor assist in an infringement of the law by people with whom they have a professional relationship nor collude with individuals in the evasion of the consequences of an illegal act.

8. Hospitality and Sponsorship

Members should not solicit or elicit any personal gift or bequests from people with whom they have a professional relationship. Personal gifts from sponsors, contractors and suppliers of the Association should not be accepted, although items of token value such as pens, diaries etc., may be.

Members should only accept offers of hospitality in connection with the Association's activities if there is a genuine need to impart information or represent the Association. Particular consideration should be given to the timing of hospitality in relation to Association decisions.

Receipt of hospitality should be recorded and sent to the Secretary in accordance with arrangements established for this purpose.

Acceptance of hospitality through attendance at relevant conferences and courses is acceptable where the hospitality is corporate rather than personal in nature.

9. Use of Financial Resources

All Members must ensure that funds entrusted to them by the Association are used for the purpose allocated. They should strive to secure best value and avoid any situations where they may have a direct or indirect interest in such expenditure or where relationships with providers of services may be subject to speculation or comment.

10. Continuing Professional Education

Members have a responsibility to ensure they are competent to meet the needs of people turning to them for professional help. All Members of the Association are expected to take appropriate steps to ensure their continuing professional education and to hold themselves responsible for the standard of professional service or advice that they give.

11. Seeking Advice

Members of the Association who have reasonable grounds for believing they cannot comply with or find themselves in conflict with any aspect of this Code of Practice or the Association's Constitution should seek advice from one of the Association's Officers.

12. Amendments to the Code of Practice

This Code of Practice was approved at the Association's Annual General Meeting held on [INSERT DATE]. It may only be varied on the recommendation of the Executive Council and by a simple majority of Members at an Annual General Meeting. 24

STATEMENT OF PROCEDURE

Introduction

This statement has been approved by the Executive Council and forms part of the Association's Code of Conduct.

The procedure sets out arrangements for action by the Association in the event of matters coming to the attention of the Honorary Secretary involving:

- Non-disclosure of information required under the code;
- Alleged or apparent failure to maintain standards or professional conduct;
- Alleged breaches of the code or misuse of Association resources;
- Suspension of a serving Director by their employer for matters of conduct; and,
- Such other actions considered to have brought or risk bringing the Association into disrepute.

Initial Consideration

On any matters of individual personal or professional conduct coming to the attention of the Honorary Secretary he/she will, in consultation with other Officers of the Association as he sees fit, consider whether the matter requires further examination or explanation.

If a matter is considered to require further examination or explanation he/she shall consider whether the matter:

- Potentially represents misconduct on the part of the Member; or,
- Potentially represents gross misconduct on the part of the Member which, if established on the balance of probabilities, would appear to call into question their fitness for continued membership of the Association.

Temporary Suspension

If a matter is held to represent gross misconduct the Honorary Secretary must consider whether temporary suspension of membership is appropriate to protect the position of the Association and/or the position of the Member and to permit an investigation.

If a matter involves an Officer of the Association or a Chair of a Policy Committee the Honorary Secretary must consult and secure the support of the immediate past President or President for any proposed action or suspension before proceeding further. If the President of the Association is involved the Secretary must consult and secure the advice of two past presidents of the Association still in full membership.

If the matter relates to the Honorary Secretary the President or the Immediate Past President shall carry out all tasks that would otherwise fall to the Honorary Secretary under this Statement of Procedure.

The intention to suspend from involvement in the Association's activities must be communicated and confirmed to the Member in writing [including by Email] without delay.

On being advised of their temporary suspension, the Member may not participate in any activities or meetings of the Association. Where appropriate documents and property belonging to the 25

Association should be surrendered to the Hon. Secretary or another member of the Executive Council appointed by him/her for this purpose.

During their suspension from active Membership, the Member may still receive information distributed to Members generally but may not attend or receive papers for Executive Council, Committee, branch or other groups set up by the Association.

Formal Investigation

The Member shall be informed in writing of the intention to investigate conduct under the provisions of the Code of Practice.

The Honorary Secretary shall appoint an "Investigating Officer" who shall be a Retired or Associate Member with previous experience as a Member of the Executive Council.

The member shall be informed, in writing, of the name of the investigating officer.

The Investigating Officer so appointed shall carry out three primary functions:

- Ascertain the facts;
- Receive and consider the explanation or comments of the Member; and,
- Decide whether there is a case to answer.

If it is held there is no case to answer, the Investigating Officer shall report this conclusion to the Honorary Secretary who will confirm the outcome to the Member- The matter shall be regarded as being concluded and any suspension [if in place] lifted. The Honorary Secretary shall report the matter to the Executive Council for the purpose of record.

If there is held to be a case to answer, which can embrace non co-operation, the Honorary Secretary shall inform the Member and of the intention to consider the matter further under this procedure.

The Member may be accompanied or represented at all stages of the investigatory process.

Review of Conduct

A review panel shall normally be arranged and held within 30 working days of the date the Honorary Secretary is advised of the outcome of an investigation indicating there is a case to answer failing to be considered by a Review Panel.

Where there is held to be a case to answer the Honorary Secretary shall convene a Conduct Review Panel consisting of an Officer or Policy Chair [who shall chair] and two Executive Council Members who have been Directors for three years or more

The procedure for Review Panels shall be as follows:

Prior to Review Panel:

- Confirmation of date, time, place and composition of panel: 10 working days before date of panel.
- Representations on Panel composition: 5 working days before date of Panel
- Disclosure of all documents to be considered: 5 working days before date of Panel.
- Disclosure of names of all persons who may be attending the panel to give information: 5 working days before date of Panel

At the Review Panel:

The following procedure shall be followed:

- Introductions and explanation of purpose
- Confirmation of process
- Submission by Investigating Officer
- Questions by Member and by Panel
- Submission by Member
- Questions by Investigating Officer and by Panel
- Summing up by Investigating Officer
- Summing up by the Member
- Consideration by Panel
- Decision by Panel with reasons

In forming any view as to conduct or action to be taken the Panel shall be guided by the Code of Conduct and material presented to them at the Review Panel.

All persons involved at Review Panel stage shall bear their own expenses.

The Honorary Secretary shall be responsible for arranging Review Panels, dealing with representations correspondence communications and the distribution of documentation.

After the Panel:

The Panel shall record its findings within 24 hours.

The decision of the Panel, which may be communicated orally at a Review Panel Meeting, shall be confirmed in writing within 5 working days. The decision letter shall be agreed by all the members of the Review Panel.

If there is no appeal, the Honorary Secretary shall report the decision to the Executive Council for information and record.

The Member may be accompanied or represented at all stages of the review process.

Appeal against Review Panel Decisions (No Termination)

Where a Member disagrees with the conclusions reached, or action determined by a Review Panel, which does not involve a recommendation on termination of membership, an appeal must be made to the Honorary Secretary within 10 working days.

The appeal must set out the grounds on which the appeal is made and must be in writing.

The Honorary Secretary will review the matter in terms of process, investigation, conclusions and action. He/she shall do so within 28 days of receiving the appeal and his decision shall be final.

The decision shall be communicated to the Member in writing.

The decision shall be reported to the Executive Council for information and record.

Review Panel Recommendation to Terminate Membership

Where a Review Panel considers that Membership should be terminated then:

The Member shall be temporarily suspended from active membership if not already suspended;

□ The matter shall stand referred to the Honorary Secretary who shall instigate the process for consideration of termination of membership in accordance with the provisions of Article 5 of the Constitution.

Review of Procedure

This procedure may be reviewed and amended by the Executive Council on the recommendation of the Honorary Secretary with any amendments being reported to the next General Meeting of the Association.

APPENDIX THREE

THE SEVEN PRINCIPLES OF PUBLIC LIFE (Nolan)

1. Selflessness

Holders of public office should act solely in terms of the public interest.

2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

Holders of public office should be truthful.

7. Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.