

## **BRR's Constitution: What our rules mean**

All charities and companies (and BRR is both) have to have a **constitution** (or set of rules) that say how they should work, to make sure they are legal, and that their members, staff, volunteers, trustees and finances are all protected.

### **Key points**

#### **Section 2: Objects and Powers**

**Our objects**, explain what we are all about, and the overarching aims of the organisation. We are not allowed to do anything that is not covered by them. (We may not be doing all the things listed all of the time, but having them in the constitution will allow us to do them in future). They are:

- To relieve the needs of asylum seekers and refugees by the provision of information, advice and support;
- To preserve and protect the physical and mental health of asylum seekers and their dependants and those granted refugee status and their dependants;
- To advance the education of the public in general about the issues relating to refugees and those seeking asylum;
- To provide facilities for recreation or other leisure time occupation with the object of improving the conditions of life of those persons who have need of such facilities;
- To advance the education and training of refugees, asylum seekers and their dependants;
- To promote human rights (as set out in the Universal Declaration of Human Rights and subsequent United Nations conventions and declarations) by all or any of the following means:
  - Relieving need among the victims of human right abuse;
  - Conducting research into human rights abuses;
  - Educating the public about human rights;
  - Raising awareness of human rights issues;
  - Promoting public support for human rights;

- Promoting respect for human rights among individuals and corporations.

Our '**powers**' are the wide range of things we are allowed to do. This does not mean we are doing them at the moment, or indeed intend to do them in future, but legally, we can do any of them if we need to without going back and changing the constitution. Most charities will have something similar. Ours include doing research, providing advice, counselling and guidance, publishing things (reports and other materials), providing assistance to 'beneficiaries' (members), organising conferences and other events, raising funds, and trading (as long as we don't make taxable profits). We can also help to set up other organisations. Practically, we can borrow money, rent and maintain property, lend and invest money, have bank accounts, insure ourselves, employ and pay staff and deal with their pensions.

We can work with partners in a number of ways, including being contracted to provide services, joining organisations, having subsidiary companies etc. Within the limits of charity law, we can also 'influence public opinion' and government policy, so can do some elements of campaigning.

#### **Section 4: Benefits to Legal Members and Trustees**

We can only use our money to carry out our objectives (listed above). **Legal Members** have to fill in the form to apply, and have to pay the subscription rate for the year agreed by Trustees. Legal Members can be employed by BRR and can also benefit from the charity (be 'beneficiaries' and use our services).

Trustees, however, must not be employed by BRR or paid anything except expenses, but they can supply a service to the charity if it is at a reasonable rate and Trustees agree.

Trustees have to declare if they have a 'personal interest' that might mean they might be biased, or might benefit from any decision being discussed, and then can't vote on that matter. A Register of Trustees' interests has to be kept (Section 22).

#### **Section 5 and 7: Winding up and Liability of Legal Members**

If BRR closes, we can pass any assets that are left (money, furniture etc.) to another charity doing a similar work. Legal Members' 'liability' is set at £1, which means that if BRR has to be closed, that is all each Legal Member would have to pay.

## **Section 6: Indemnity**

BRR will insure Trustees so they don't have to pay out of their own money for any court cases, Tribunals etc.

## **Sections 8-22: Powers of Trustees**

**The Trustees are responsible for managing BRR within these rules**, but the Legal Members can direct them to take particular actions or overrule a decision through a **special resolution** to a general meeting. (See below).

We have to elect between **5 and 12 Trustees** each year to sit on the Board of Trustees each year. **In future, one place will be reserved for a member selected by the MCG and one for a volunteer representative-this is a new rule.** Trustees have to be at least 18 years old.

The Trustees can appoint a Chair, Secretary and Treasurer and can decide to have other officers to carry out particular roles. Section 47 says that the Trustees can appoint a paid secretary if they prefer.

The Board of Trustees can set up **Sub Committees** to do certain bits of work (i.e. deal with detailed finances, personnel issues etc.) but all key decisions have to be taken by the full Board and they have to report back to them. When Trustees set up Sub Committees they must decide who is on them, but they must include one trustee and some can also include members (not the Staffing Sub), volunteers and external experts. Sub Committees have to ask the Board of Trustees if they want to spend any money.

**Trustees' meetings** have to have 7 days' notice (this can be by email, post etc). It is now the case legally that meetings can take place without everyone actually there (e.g. by conference call, Skype etc). Trustees can only make decisions if there are at least 3 of them (or a third of the Board if that is more). Trustees' decisions will be agreed if a majority

who are there and vote in favour of what is proposed. If there is a tie, the Chair has an extra vote. Decisions can be made between meetings if we stick by the rules on how to do this, and ask everyone to respond.

At each AGM (Annual General Meeting), a third of the trustees must retire, but can put themselves up for re-election - this also applies to anyone elected during the year after the last AGM. Trustees must take a break of at least a year after being on the Board for six years.

Trustees can no longer carry on if they are not allowed by law to be a Trustee (Companies Act or Charities Act) or if they are bankrupt or if their health means the other Trustees 'reasonably believe' they are not capable of taking decisions. They also can also be asked to leave if they don't attend 3 meetings and don't give apologies. Trustees can also be removed by a resolution (under rules 25.7-25.10) if the Legal Members or other Trustees do not have confidence in them.

## **Section 26: Legal Members**

Legal Members are those who filled in a form to apply and are approved by the Trustees. They have to be over 18 years, live in or have a connection with Bristol and the SouthWest and be interested in 'promoting the interests of the charity' i.e. they support what we are doing. They can be groups or individuals. Legal members can resign, but they must also stop being members if they die or don't pay their subscription for 6 months after it is due, or if a resolution is passed by the Trustees to expel them (following rules in 27.2).

## **Section 28: General Meetings**

We have to hold at least one general meeting (the Annual General Meeting-AGM) each year (no more than 15 months apart). There are certain things that have to happen at an AGM like agreeing the accounts and Trustee reports, electing Trustees, appointing independent examiners (to check the accounts), choosing patrons and agreeing key policy issues.

**We can call other general meetings** of Legal Members if we give 14 days' notice to them all. Any Legal Member can speak or vote at a general meeting/ AGM as long as it follows the arrangements agreed by the Trustees (e.g. the agenda). Eight members (or 30% of the

membership whichever is greater) have to be present at a general meeting for any decisions to be made (called a quorum) and for it to be legal. If there isn't a quorum (enough members), then after half an hour the meeting will be postponed to the same time the next week.

Trustees can always attend and speak at general meetings. The Chair or another Trustee can chair general meetings, and if none is present, the Legal Members there can choose a chair. People who are not legal members can speak if the Chair agrees. The meeting can be adjourned (postponed to another time) if there are concerns about the way the meeting is being conducted or people are behaving badly.

**Legal Members can send what is called a 'proxy'** or representative to vote on their behalf and represent their views, but only if they are not there themselves and have sent in the right paperwork nominating someone beforehand (according to the rules in section 43).

**Voting** at a general meeting will be done by a show of hands or by a poll taken at the meeting or in advance where it is put to the vote. The Chair has the casting vote (an extra vote) if there is a tie. Legal Members can only vote if they are up to date with their subscriptions.

**Organisational members** of BRR member can vote too, but an organisation only has one vote, and has to send a representative and tell BRR who it will be and then they can vote, speak etc. the same as an individual member. The Chair will decide what to do if anyone challenges someone's right to vote.

## **Sections 44 and 45: Resolutions**

Written resolutions are the formal way that major decisions are made, and Legal Members can put in a resolution.

**Ordinary resolutions** can be put to general meetings for a vote, but must be sent out at least 14 days in advance to all Legal Members with the papers. Alternatively, they can just be asked to say in response whether they agree or not, and there has to be an explanation as to how to reply. Anyone seeing a resolution who wants to alter it (make an amendment) can do so, but has to tell BRR at least 48 hours before the meeting. Ordinary resolutions need to be passed by a simple majority of Legal Members. In certain circumstances (like changing the constitution)

Company law says that resolutions will be classed **special resolutions**. If it is stated that it is a special resolution, that means it has to be passed by not less than 75% of Legal Members.

### **Other issues Sections 46-52**

- Trustees can decide how documents are sent out to Legal Members and to Trustees (e.g. hard copy, email etc)
- We have to take minutes of all meetings, which have to be signed and kept on file in case the Charity Commission, Companies House or any other funder need to see them.
- If BBR has a secretary, all formal correspondence about the constitution, trustee or general meetings etc. has to go to the secretary. If we do not have a secretary, it has to be sent to BRR office generally.
- Trustees have to comply with the laws for companies and charities in relation to doing annual accounts, reports and returns.
- The constitution ends with a list of the legal terms used and their meaning.