

# Constitution

*v21 21 February 2018*

## **UK Committee Dr. Graham's Homes, Kalimpong, India**

Charity Registered in Scotland SC 016341

Registered Office: 44 Aytoun Road, Pollokshields, Glasgow G41 5HN

[www.drgrahamshomes.co.uk](http://www.drgrahamshomes.co.uk)

<b>Protective Marking</b>	<b>None</b>
<b>Title</b>	Constitution of the UK Committee Dr. Graham's Homes, Kalimpong, India
<b>Version</b>	v21
<b>Purpose</b>	To set down the rules, rights and responsibilities that govern the work of the Trustees appointed to the Board of Trustees of the UK Committee Dr. Graham's Homes, Kalimpong, India
<b>Relevant to</b>	Trustees of the UK Committee Dr. Graham's Homes, Kalimpong, India
<b>Author</b>	David Willis (Trustee)
<b>Owner</b>	Chairman UK Committee Dr. Graham's Homes, Kalimpong, India
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<b>Reviewer</b>	David Willis (Trustee)
<b>Next review date</b>	[no later than] 31 May 2020

# UK COMMITTEE OF DR GRAHAM'S HOMES - KALIMPONG

## CONSTITUTION

### A. NAME

The charity is named the "UK Committee Dr Graham's Homes, Kalimpong, India" (hereinafter referred to as "the Charity").

### B. REGISTRATION

The Charity is recognised in Scotland and registered with the Office of the Scottish Charity Regulator under reference number SC 016341.

### C. DEFINITIONS AND REFERENCES

Any reference to

The "Homes" shall mean the institution together with the land and buildings that it occupies, which as a whole is known as Dr Graham's Homes, Kalimpong, India.

A "Member" of the Charity will be a person or group of persons, a company, institution, trust or other body who makes donations to the Charity, or carries out work for the Charity, in support of its Objectives; such donations being either to provide sponsorship for one or more children or to provide general financial support for the Homes. A Member can also be known as either a

- Sponsor, providing financial support through the Charity for one or more of the children at the Homes, or elsewhere, as part of the Sponsorship Scheme or Extended Sponsorship Scheme that is organised and managed by the Charity; or a
- Correspondent, providing non-financial support through the Charity for one or more of the children at the Homes, or elsewhere, as part of the Sponsorship Scheme or Extended Sponsorship Scheme that is organised and managed by the Charity; or a
- Friend, who donates funds to the Charity or works in support of the Charity and its Objectives.

A "Trustee" is a Member of the Charity who has either been elected by other Members at an Annual General Meeting to act as a Trustee or has been co-opted as an interim Trustee by the Charity's Chairman. Trustees are appointed to act in accordance with the provisions of the Charities and Trustee Investment (Scotland) Act 2005. Trustees are jointly and severally responsible for exercising proper control and management of the Charity's administration, including its Charitable Purpose and Objectives, its governance, affairs and guardianship of its assets.

The term "Charitable Purpose" shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

The term “Office Bearer” shall mean a Trustee who undertakes a specific role within the Charity.

The term “Board of Trustees” shall mean all the Trustees constituted as the collective decision-making authority for the Charity.

The term “term of office” shall mean a period normally of three years commencing from the date that a Member becomes a Trustee.

The term “AGM” shall mean an Annual General Meeting of Members of the Charity.

The term “EGM” shall mean an Extraordinary General Meeting of Members of the Charity.

The term “OSCR” shall mean the Office of the Scottish Charity Regulator.

The term “PRP Manual” shall mean the document called the “Policy, Responsibilities & Procedures Manual” that is issued by the Charity for the use of the Trustees.

A person of the male gender, or a function carried out by such person, shall also mean a person of the female gender where that would be an appropriate or reasonable interpretation.

A word or phrase in the singular shall also mean the plural where that would be an appropriate or reasonable interpretation.

#### **D. CHARITABLE PURPOSE AND OBJECTIVES**

1. To relieve the needs of children, particularly Anglo-Indian, by supporting them at Dr Graham’s Homes, Kalimpong, or elsewhere, in continuance of the legacy of Dr. John Anderson Graham.
2. To advance the education of children by organising and managing a Sponsorship Scheme or Extended Sponsorship Scheme through which funds are maintained to provide sponsored children with scholarships or bursaries for the cost of their education or career training.
3. To relieve the poverty of children by providing the means for their education through the provision of accommodation and care for their well-being.

In order to achieve the Objectives, the Board of Trustees shall have power to:-

- raise and hold funds which may be used or directed towards the foregoing Objectives; and
- take any such further action as may be conducive to the attainment of the Objectives.

#### **E. REGISTER AND RIGHTS OF MEMBERSHIP**

1. The Sponsorship Secretary shall maintain a REGISTER OF MEMBERS. The Sponsorship Secretary must liaise with the Treasurer and the London Ladies Committee to ensure that the names and contact details of all donors to the charity who are known by these persons or sources are included in the Register of Members. The Register must be accessible to all Trustees.
2. A Member shall be entitled to attend Annual General Meetings or Extraordinary General Meetings and, if eligible in accordance with the selection criteria that the Board of Trustees might operate

from time to time, a Member can be elected to the Charity's Board of Trustees or be co-opted by the Chairman onto any sub-Committee or Working Group that the Chairman or the Board of Trustees might establish.

3. A Member is not permitted to attend meetings of the Board of Trustees unless the Chairman issues an invitation to a named Member who, in any event, will not have a right to vote at the meeting.

## **F. ADMINISTRATION**

### **BOARD OF TRUSTEES**

1. The Charity shall be managed by a BOARD OF TRUSTEES consisting of a MAXIMUM of 22 TRUSTEES, including Office Bearers but excluding any Honorary President and Vice-Presidents. All Trustees are elected by Members at an AGM and SERVE for a TERM of THREE YEARS EXCEPT for those Trustees who were appointed by the Board of Trustees as either the Treasurer or the Sponsorship Secretary, or, who were co-opted by the Chairman as an interim Trustee. A Trustee is eligible to put his name forward to the Committee Secretary for re-election at an AGM for further three year terms without any limitation.
2. All Trustees must relinquish their roles or positions at the end of their term of office or if they resign mid-term or are not re-elected by Members at an AGM.
3. The Trustees shall ELECT from their ranks a CHAIRMAN of the Board of Trustees. The appointment will take effect from the date of the next AGM and will be for a period of up to THREE YEARS.
4. The Chairman shall APPOINT one Trustee to act as a VICE-CHAIRMAN for a TERM of up to THREE YEARS to RUN CONCURRENTLY with the Chairman's term of appointment unless that ends prematurely for any reason in which case the Vice-Chairman's appointment will be deemed to have been automatically extended temporarily to enable him to act as Chairman in an interim capacity pending the election of a new Chairman by the Trustees.
5. Any Member who expresses an interest in being considered as a Trustee must expressly give agreement and consent to being nominated as a potential Trustee. The nominee will submit his name in writing to the Vice-Chairman for initial consideration against selection criteria that the Board of Trustees might operate from time to time. If the Vice-Chairman endorses the nominee's application his name and background details will be given to the Chairman who, if supportive, must recommend the nomination at a meeting of the Board of Trustees. If the nominee's application is approved by the Board of Trustees, the nominee can be either co-opted by the Chairman as an interim Trustee, in accordance with section F, paragraph 10, or be put forward for election by Members at a subsequent AGM.
6. The BOARD OF TRUSTEES shall MEET at least twice yearly on dates and at venues to be notified by the Committee Secretary as authorised by the Chairman. Additional meetings can take place on the authority of the Chairman. In the event that the Chairman is incapacitated or has a conflict of interest or is unable to convene a meeting of the Board of Trustees for any other reason, the responsibility for convening the meeting shall lie with the Vice-Chairman.
7. The Chairman, or in his absence, the Vice-Chairman must attend each meeting of the Board of Trustees
8. At meetings of the Board of Trustees each Trustee shall have a SINGLE and equal VOTE. Except for matters concerning the Charity's Constitution (see section G) decisions are made by a simple majority vote exercised by those Trustees who are eligible to vote and are present at the meeting of the

Board of Trustees but in the event of there being no majority the Chairman, or in his absence the Vice-Chairman, shall have an additional DISCRETIONARY CASTING VOTE.

9. A meeting of the Board of Trustees will be quorate only if the Chairman, or in his absence the Vice-Chairman, and either the Treasurer or the Sponsorship Secretary are present AND the number of all Trustees who are present comprise at least 55% of the total number of Trustees who are appointed to the Board. For the avoidance of doubt any co-optee appointed by the Chairman in accordance with section F, paragraph 18(h) is not an interim Trustee and his presence cannot be included in the calculation to determine whether or not a meeting is quorate.
10. If for any reason the number of Trustees appointed to the Board of Trustees is less than the maximum number permitted under this Constitution, the Chairman may CO-OPT a Member of the Charity as an interim Trustee, subject to that person being suitable in regards to his legal eligibility to be a Trustee and his personal attributes as set down in the charity's Selection Criteria; the co-option will be for the period until the next AGM when the continued appointment of any interim Trustee must be endorsed by Members via an election. If any interim Trustee is not subsequently elected by Members, the person ceases to be a Trustee with effect from the date of that AGM. If any interim Trustee is subsequently elected by Members the person will serve for a term of office that will be for three years from the date of the AGM, or for a lesser period if that is necessary to maintain a one third proportion of Trustees whose terms of office expire each year. Although there is no general requirement to fill any vacant position on the Board of Trustees, the Chairman is responsible for ensuring that the total number of Trustees appointed to the Board of Trustees is sufficient for the effective management of the Charity's Objectives and the associated administrative work streams.
11. Trustees are not paid a salary but are eligible to be REIMBURSED their reasonable EXPENSES in accordance with the Charity's criteria.
12. Notwithstanding that each Trustee's normal term of office runs for three years, the Board of Trustees will ensure that approximately ONE-THIRD of all Trustees RETIRE from the Board of Trustees annually so that over a rolling three year cycle all Trustee positions have been subjected to elections by Members at an AGM.

#### **MANAGEMENT STRUCTURE**

13. The Chairman will establish an effective management structure to oversee the Charity's administration. The Chairman is responsible for allocating to individual Trustees specific work stream activities in pursuance of the Charity's Objectives or to pursue other reasonable administrative aims and goals as might be determined by the Chairman from time to time. The Board of Trustees is responsible for providing oversight of the management structure to ensure its effectiveness and relevance to the Charity's Objectives.
14. The Board of Trustees will APPOINT a TREASURER and a SPONSORSHIP SECRETARY on the terms set out in section F, paragraphs 19 to 25 inclusive.
15. The Board of Trustees will ELECT AND APPOINT from their ranks a COMMITTEE SECRETARY on the terms set out in section F, paragraphs 19 to 25 inclusive.
16. The Committee Secretary will attend all meetings, take minutes and circulate these for review by Trustees before being finalised and submitted for approval at the next meeting of the Board of Trustees. Minutes must show how the business of the meeting was conducted and state the date, time and venue of the meeting. The Chairman must sign the approved minutes as an accurate record

and approved copies of the minutes must be circulated to all Trustees by the Committee Secretary who will retain the signed original in the Charity's archive.

17. The Board of Trustees will have responsibility to
- a) manage effectively the Charity's OBJECTIVES,
  - b) approve the Charity's Constitution or any changes to it in order for it to be effective in accordance with section G,
  - c) approve the Job Descriptions for the roles of Treasurer, Sponsorship Secretary and Committee Secretary before post-holders are appointed,
  - d) approve the appointment of any professional advisor, except for the Charity's INDEPENDENT EXAMINER which is a matter for business at an AGM,
  - e) prepare and review annually the Charity's REGISTER OF RISK MANAGEMENT,
  - f) purchase, hire or otherwise acquire property and other assets and dispose of same, subject to the agreement of the Chairman,
  - g) invest in any stock, share or security quoted on a recognised Stock Exchange and, if thought appropriate, to appoint suitable professional advisers to whom full discretionary investment management may be delegated. Investments may be held in a Nominee Company's name. All investments and stock exchange transfers must be in accordance with the INVESTMENT OBJECTIVE AND POLICY set out in the PRP Manual and any stock transactions must be reported at the next meeting of the Board of Trustees; the purpose of the reporting is to enable the Trustees to have an overview of the Charity's investments and to undertake a supervisory role,
  - h) borrow or raise money for the purpose of the Charity on such terms and on such security as the Treasurer and the Chairman may jointly consider to be appropriate,
  - i) enter into contracts for the benefit of the Charity, the principal terms of which have previously been approved jointly by the Treasurer and the Chairman,
  - j) prepare cyclical and ad hoc financial reports and year end accounts,
  - k) prepare sponsorship reports,
  - l) ensure compliance with statutory and regulatory governance,
  - m) ensure the Charity's ANNUAL ACCOUNTS and REPORT are prepared by the Treasurer, approved by the Board of Trustees, copied to OSCR and circulated to Members prior to that year's AGM,
  - n) prepare and manage budgets for the operation of the Charity,
  - o) prepare and manage an annual BUSINESS PLAN, including proposals for fundraising events, financial targets and levels of sponsorships, reporting outcomes annually to the Board of Trustees,
  - p) publish an ANNUAL REPORT and a cyclical NEWSLETTER at approximate intervals of 6 months, circulating these publications to Members, Trustees and honorary appointees,
  - q) ensure that the approved minutes of meetings of the Board of Trustees are circulated to all Trustees,
  - r) ensure that the approved minutes of the AGM and any EGM are circulated to all Trustees and Members as soon as practicable,
  - s) operate criteria for the reimbursement of reasonable expenses incurred by the Trustees subject to the joint agreement of the Treasurer and the Chairman,

- t) identify and appoint, with the support of the Chairman, suitable persons to undertake the roles of Honorary President and Honorary Vice-Presidents on the terms set out in section F, paragraphs 26 and 27,
- u) review, update and otherwise manage the PRP Manual, ensuring its content is accurate and fit for purpose so far as it is practicable to do so at any time,
- v) prepare and manage remuneration agreements and contracts of employment for the Sponsorship Secretary and the Treasurer which must be agreed with the remunerated post-holders and be approved by the Chairman,
- w) determine the criteria for operating and managing the Charity's BANK ACCOUNTS, ensuring the Treasurer reports this annually to the Board of Trustees for the purpose of information only,
- x) communicate with the Homes and its Board of Management as appropriate in pursuit of the Charity's Objectives,
- y) deal with any other matter that might arise from time to time in regard to the Charity's Objectives.

18. The Chairman has power and authority to

- a) convene meetings of the Board of Trustees,
- b) establish and convene any sub-Committee or Working Group for a specific purpose,
- c) appoint any number of Trustees who will each act as the responsible lead contact and co-ordinator for the following work streams or any combination thereof with regards to the Charity's Objectives:
  - Sponsorship;
  - Finance;
  - Investment;
  - Fundraising;
  - Marketing and Promotion;
  - Risk Management;
  - Undertake succession planning and the identification of potential new Trustees
  - Liaison with the Homes in respect of the welfare of pupils and students; or,

for any other activity, or combination of activities, that from time to time the Chairman considers to be appropriate and relevant to the Charity's Objectives,
- d) ensure at all times that the operation of the Charity's Constitution is fit for purpose, enabling the Charity to meet its Objectives, and to submit to the Board of Trustees for approval any recommendation to change the Constitution,
- e) identify and recommend to the Board of Trustees for the appointment of professional advisers for the benefit of the Charity, who shall be remunerated for their expertise at rates to be agreed by the Board of Trustees and subject to the support of the Treasurer, EXCEPT for the appointment of an INDEPENDENT EXAMINER in regard to the Charity's annual accounts which is a matter for consideration by Members at an AGM,
- f) with the assistance of other Trustees, recruit suitable persons to fulfil the roles of Treasurer and Sponsorship Secretary. The appointments must be approved by the Board of Trustees and, if ratified, the persons are subsequently co-opted by the Chairman as Trustees for a period of up to three years on the terms set out in section F, paragraphs 19 to 25 inclusive,

- g) co-opt onto the Board of Trustees any Member to act as an interim Trustee in accordance with section F, paragraph 10,
- h) co-opt onto the Board of Trustees or onto any sub-Committee or Working Group any person, whether a Member or not, to undertake a specific role for a limited period in pursuit of the Charity's Objectives. Any such co-option must be reported at the next meeting of the Board of Trustees at which if there is an objection by a majority of the Trustees present the person who has been co-opted will cease to act as soon as reasonably practical. A co-optee whose appointment is not as an interim Trustee in accordance with the terms of section F, paragraph 10, is ineligible to vote at any meeting of the Board of Trustees; but the co-optee is able to attend meetings of the Board of Trustees and participate in any discussion associated with the specific role for which that person was co-opted.

## **OFFICE BEARERS**

- 19. The positions of TREASURER, SPONSORSHIP SECRETARY and COMMITTEE SECRETARY are designated to be OFFICE BEARERS and a Job Description for each of the roles is set out in the PRP Manual.
- 20. On appointment, unless he is already a Trustee of the Charity, each Office Bearer shall be co-opted by the Chairman to be a Trustee of the Charity for a term of office of up to three years (without the need for any election by Members, although any subsequent term of office will be subject to election as a Trustee by Members) with all the associated rights and responsibilities.
- 21. The Board of Trustees will, on the recommendation of the Chairman, decide whether to award an HONORARIUM to the Treasurer and the Sponsorship Secretary and if so to fix the amount to be awarded and to agree other appropriate terms and conditions. With the Chairman's agreement the Board of Trustees will be able to re-appoint the same person to the role of Chairman or Committee Secretary in addition to the role of Treasurer or Sponsorship Secretary.
- 22. At all times the Chairman, on behalf of the Board of Trustees, is responsible for managing the performance and conduct of the Office Bearers. If the Chairman cannot properly undertake this role, or has a conflict of interest, the responsibility shall lie with the Vice-Chairman. When the Treasurer or the Sponsorship Secretary have to act unilaterally without prior consultation with the Board of Trustees, insofar as it is practicable the Treasurer and the Sponsorship Secretary are deemed to have acted only in a provisional capacity subject to retrospective approval by the Board of Trustees; but where approval from the Board of Trustees is based upon a recommendation made by the Treasurer then in that circumstance the Treasurer is deemed not to have acted in any provisional capacity but to have acted pre-eminently, having made an informed and proper professional judgement. Although an Office Bearer has all normal rights and responsibilities associated with being a Trustee, if the Board of Trustees does not approve an appointment the person will cease to undertake the role as soon as practicable and in that event normal on-going voting rights will be suspended. Throughout this period the Chairman has management discretion and responsibility to ensure the Charity's Objectives are not prejudiced and are effectively undertaken by the provisional appointee.
- 23. An appointment as an Office Bearer can be terminated prematurely upon giving notice by either party except in cases of gross misconduct when no notice will be required, otherwise the period of notice shall be three months unless the Chairman agrees, at his absolute discretion, a different period.
- 24. If for any reason the Treasurer, Sponsorship Secretary or Committee Secretary CEASES TO ACT during their term of office, an interim successor may be appointed by the Chairman to serve as an interim Office Bearer until the Board of Trustees appoints a replacement. Throughout this period the

Chairman has management discretion and responsibility to ensure the Charity's Objectives are not prejudiced and are effectively undertaken by any interim Office Bearer.

25. An interim Office Bearer will not have a right to vote at meetings of the Board of Trustees.

#### **HONORARY PRESIDENT AND VICE-PRESIDENTS**

26. The Board of Trustees can appoint an Honorary President and any number of Honorary Vice-Presidents in recognition of past service to the Charity. Such persons, who will not be Trustees, shall be entitled to attend meetings of the Board of Trustees in an ex-officio capacity without any voting rights unless the Trustees agree otherwise for any specific appointee, although personal views, advice and guidance can be expressed at meetings.
27. Reasonable expenses can be claimed in accordance with the criteria applicable to Trustees.

#### **G. CHANGES TO THE CONSTITUTION**

Any future changes to the Constitution must be considered at a quorate meeting of the Board of Trustees and can only be implemented in the event of there being a vote at which two-thirds of the Trustees present approve a RESOLUTION that sets out the detail of the constitutional change.

#### **H. CONDUCT OF TRUSTEES**

1. Trustees must carry out their duties in accordance with all statutory and regulatory requirements and the Charity's Objectives and Constitution.
2. Trustees must abide by the Charity's Code of Conduct for Trustees which sets out the standards of professional and personal behaviour that Trustees are expected to follow when acting in their capacity as a Trustee of the Charity.

#### **I. MEETINGS OF MEMBERS**

1. Upon giving NOTICE of 21 DAYS to Members the ANNUAL GENERAL MEETING shall be held in each calendar year at such time and place as the Chairman shall determine for the following purposes:
  - a) to receive and approve the Annual Accounts of the Charity and reports;
  - b) to elect eligible Members as Trustees to fill any vacancies;
  - c) to appoint an Independent Examiner for the annual accounts; and,
  - d) to transact any other competent business.
2. A QUORUM for an AGM shall comprise a minimum of 15 Members, of whom at least four shall be Trustees including the Chairman or Vice-Chairman and either the Sponsorship Secretary or the Treasurer. The Committee Secretary must attend the meeting and take the minutes.
3. An AGM shall be open to the public but only Members are permitted to vote.

4. An EXTRAORDINARY GENERAL MEETING must be held if either
  - a quorate meeting of the Board of Trustees is held at which at least two-thirds of the Trustees present approve a Resolution to call an EGM, or,
  - at least 20 Members make a signed request to the Chairman to call an EGM.

In either case the proposer(s) for an EGM must prepare a background statement that sets out the business to be conducted at the EGM together with a draft resolution. Either on receipt of a valid request by Members or by Resolution of the Board of Trustees, the Chairman will

- a) Give NOTICE of 21 DAYS to all Members and Trustees that an EGM is to be held,
  - b) state the time and place, and
  - c) enclose a copy of the business statement and draft resolution.
5. A QUORUM for an EGM shall comprise a minimum of 20 Members of whom at least ten shall be Trustees and must include either the Chairman or the Vice-Chairman and the Office Bearers. The Committee Secretary will take the minutes.
  6. The public cannot be admitted to an EGM.
  7. The Chairman, or in his absence the Vice-Chairman, will conduct the business of the AGM or EGM.
  8. For the purpose of voting at an AGM or EGM all Members who wish to vote must be present and cast their vote in person. Each Member and Trustee has a single and equal vote, including those Members whose identity is a company, institution, trust or other body and have sent an authorised representative to attend the meeting. Except for a decision to wind up the Charity - see section K, all decisions are made by a simple majority vote by those Members and Trustees who are present. In the event of there being no majority after a vote the Chairman, or in his absence the Vice-Chairman, shall have a discretionary casting-vote.

## **J. FINANCE**

Each financial accounting year shall normally comprise a period of 12 months ending on 31 January. Accounts shall be prepared by the Treasurer and thereafter examined by an Independent Examiner who shall report thereon at the following AGM.

## **K. WINDING UP**

1. If at any time the Board of Trustees considers that the Charity's Objectives can no longer be achieved or could be achieved in some other manner, the Charity may be WOUND UP by an appropriate RESOLUTION PASSED by at least TWO-THIRDS of the Members present at an Extraordinary General Meeting convened for this purpose. Any decision to wind-up the Charity must ALSO INCLUDE a RESOLUTION PASSED by at least TWO-THIRDS of the Members and Trustees present to decide where to place any FUNDS that might otherwise be left over after the Charity has been wound-up and its expenses paid.
2. There is a presumption that any surplus funds shall be transferred to the bank account of Dr Graham's Homes, Kalimpong, India. Should this not be the decision taken by Members and Trustees the funds shall be transferred to another charitable organisation or fund which has similar Objectives or has compatible aims and goals which those Members and Trustees who attend the EGM may consider by a majority vote to be appropriate.

**L. DATE OF CONSTITUTION AND SUBSEQUENT AMENDMENTS**

The dates in the table below set out when the Charity's Objectives were approved by OSCR and when the Constitution and any subsequent amendments were approved by the Charity.

<b>DESCRIPTION</b>	<b>EFFECTIVE FROM</b>	<i>Version</i>
Constitution approved by OSCR	16 December 2014	<i>v15</i>
Constitution approved by Charity	29 January 2015	<i>v15</i>
Constitution amended and approved by Charity	24 August 2016	<i>v19</i>
Constitution amended and approved by Charity	15 February 2017	<i>v20</i>
Constitution amended and approved by Charity	21 February 2018	<i>v21</i>

***END***