



## **The London Health and Safety Group**

### **Constitution**

*Ratified by the Executive Committee  
15<sup>th</sup> March 2019*



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## Index

1.0	Name .....	4
2.0	Governance .....	4
3.0	Objects .....	4
4.0	Membership.....	4
5.0	Executive Committee – Powers .....	5
6.0	Executive Committee – Honorary Officers.....	5
7.0	Executive Committee – Appointment and Retirement of Executive Committee Members.....	6
8.0	Executive Committee - Termination of Membership .....	7
9.0	Executive Committee – Members must not be Personally Interested .....	7
10.0	Executive Committee – Meetings and Proceedings.....	7
11.0	President .....	8
12.0	Receipts and Expenditure .....	8
13.0	Accounts.....	9
14.0	Charity Commission.....	9
15.0	Annual General Meetings.....	9
16.0	Special / Extraordinary General Meeting.....	10
17.0	General Meetings – Records and Quorum .....	10
18.0	Notices .....	10
19.0	Alterations to the Constitution .....	10
20.0	Dissolution .....	11
21.0	Adoption .....	11
Appendix A – Responsibilities, Rolls and Duties .....		12
1.0	Responsibilities, Roles and Duties for Elected Executive Committee Members (Trustees) .....	12
Appendix B – Contingency Measures .....		14
1.0	Contingency Measures.....	14



## Constitution

### 1.0 Name

- 1.1** The name of the Association is the London Health and Safety Group (hereinafter referred to as "LHSG").

### 2.0 Governance

- 2.1** Subject to the matters set out below the LHSG and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 7 of this constitution.
- 2.2** The London Health & Safety Group will abide by all relevant legislation e.g. Charities Act 2011 and is registered with the Charity Commission (Registered Charity No. 1,051,071) and is subject to their requirements.

### 3.0 Objects

- 3.1** The LHSG's objectives are to promote improvements within health and safety for those living and working in London and its surroundings
- 3.2** In particular, to achieve the above, the Executive Committee may organise regular meetings where important health and safety legislation and other topics are presented by experts and discussed with members to enable them to promote and control Health and Safety both in the workplace and in the home. Visits may also be arranged where these can secure an observation of successful health and safety practices.
- 3.3** Close liaison will be kept with the enforcement agencies (the Health and Safety Executive and the Environmental Health Departments) so far as is reasonably practicable, so that the programme of activities also complements their objectives too, and that members are kept up-to-date with any changes in the Law, guidance and advice associated with Health and Safety.

### 4.0 Membership

- 4.1** 4.1 Membership of the LHSG shall be open to: -
- 4.1.1 Individuals (over the age of 18 years) who have an interest in health and safety and who have paid any annual subscription
- 4.1.2 Corporate members who have an interest in health and safety and have paid any annual subscription
- 4.2** Every member shall have one vote. This shall include all honorary and retired members.
- 4.3** Each Corporate member shall appoint an individual to represent it and to vote on its behalf at meetings of the LHSG and may appoint an alternative to replace its appointed representative at any meeting of the LHSG if the appointed representative is unable to attend.



- 4.4** Each member organisation shall notify the name of the representative appointed by it and of any other alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- 4.5** The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation provided that the individual concerned, or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a colleague / friend, before a final decision is made.
- 4.6** Honorary Membership may be conferred on a member who has given valuable service to the LHSG over a significant period of time. Such service to be identified and decided by the Executive Committee. Such Honorary Membership shall be proposed by the Executive Committee and approved by all members at the Annual General Meeting. No annual subscription shall be paid by an Honorary Member.
- 4.7** The Secretary shall maintain a list of honorary members of behalf of LHSG

## **5.0 Executive Committee – Powers**

- 5.1** The Executive Committee may exercise the following powers: -
  - 5.1.1 Power to co-operate with other charities, groups, voluntary bodies and statutory authorities operating in furtherance of the objects on similar charitable purposes and to exchange information and advice with them.
  - 5.1.2 Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
  - 5.1.3 Power to appoint and constitute such advisory committees as the Executive Committee may think fit.
  - 5.1.4 Power to do all such other lawful things as is necessary for the achievement of the objects.
  - 5.1.5 Power to pay expenses or honorariums to those members who carry out duties for the LHSG in accordance with its objects.

## **6.0 Executive Committee – Honorary Officers**

- 6.1** At the annual general meeting of the LHSG the members shall elect from among themselves: -
  - 6.1.1 Chair,
  - 6.1.2 Deputy / Vice Chair,
  - 6.1.3 Secretary and
  - 6.1.4 Treasurer
- 6.2** Other nominated members of the Executive Committee, who shall hold office from the conclusion of that meeting.
- 6.3** At the Annual General Meeting of the LHSG members may elect a President who shall be a non-voting and non-Executive member but who may preside at an Annual General Meeting.



## **7.0 Executive Committee – Appointment and Retirement of Executive Committee Members**

### 7.1.1 New Exec Committee Members

- 7.1.1.1 Nominations for new members to the Executive Committee must be submitted to the Secretary using the nominations form at least 21 days prior to the AGM.
- 7.1.1.2 Applications will only be accepted from individuals (including corporate) who have been paid members for a minimum of 12 months.
- 7.1.1.3 No persons under the age of 18 shall be appointed as an Executive Committee Member
- 7.1.1.4 It is a mandatory requirement that each newly elected Executive Committee Member must be fully aware and accept the duties and liabilities under charity law of a trustee before becoming involved in managing the affairs of LHSO as detailed in the LHSO policy.

### 7.1.2 Prior to the AGM members shall be notified of all nominations to the Executive Committee as per section 15. Notification will include who is proposed for the following honorary officer's posts:

- 7.1.2.1 Chairperson
- 7.1.2.2 Deputy Chair(s)
- 7.1.2.3 Secretary
- 7.1.2.4 Treasurer

- 7.1.3 At the AGM the members will elect the above posts and other nominated persons via a proposer and a seconder
- 7.1.4 At the AGM, the LHSO may elect a President who shall be non-executive and non-voting but will preside over the AGM.
- 7.1.5 All Executive Committee Members will be elected for up to a three-year term. To maintain consistency and stability these rolls can be staggered on a rolling basis.
- 7.1.6 To be eligible to stand for, or retain an Executive Committee post, nominees must have attended a minimum of 50% of committee meetings except in extenuating circumstances as agreed by a majority of the Executive Committee
- 7.1.7 The Executive Committee shall consist of no less than six members and no more than 15 members. These include the honorary officers listed in 7.1.2 above
- 7.1.8 All Executive Committee Members are legal trustees of LHSO, with the full legal responsibilities of that role
- 7.1.9 All Executive Committee Members must abide by the Code of Conduct Policy
- 7.1.10 A Co-Opted Member is a non-elected, non-voting member who is Co-Opted by the Executive Committee Members to assist in a specific task or has a particular skill set. They are not legal trustees but are required to follow the code of conduct. Each appointment of a Co-Opted Member shall be discussed, agreed and minuted at the Executive Committee Meeting. No-one shall be appointed as Co-Opted if, as a result, more than one third of the Executive Committee would be Co-Opted Members.



## **8.0 Executive Committee - Termination of Membership**

**8.1** A member of the Executive Committee shall cease to hold office if he or she: -

8.1.1 Is disqualified from acting as a member of the Executive Committee by virtue of Section 178 of the Charities Act 2011 (or any subsequent re-enactment or modification of that provision)

8.1.2 Is considered to have breached the trustee code of conduct by the majority of the Executive Committee

8.1.3 Is absent from three or more meetings of the Executive Committee and following a personal approach by an officer cannot justify continuing in their role and is not fulfilling their responsibilities

**8.2** However, in relation to 8.1, if required, there is the right of appeal by an independent panel of three persons who shall not be current members of the Board and who shall be nominated by the Chairman

## **9.0 Executive Committee – Members must not be Personally Interested**

**9.1** Members of the Executive Committee: -

9.1.1 Must not, unless acting with the specific authorisation of the Executive Committee, acquire any personal interest in any contract or any property belonging to the London Health & Safety Group, or receive any remuneration

9.1.2 Must submit the relevant estimates, professional fees, etc. if wishing to be engaged in a professional capacity by the Executive Committee (i.e. Solicitor, Accountant, Builder, etc.)

9.1.3 Must openly declare any personal interest prior to the beginning of each Executive Committee meeting

9.1.4 Must withdraw from an Executive Committee meeting/s when any personal interest of this nature is discussed

## **10.0 Executive Committee – Meetings and Proceedings**

**10.1** The Executive Committee shall hold at least two Ordinary Meetings each year.

**10.2** A special meeting may be called at any time by the Chairman or by any two members of the Board upon not less than twenty-one days' notice being given to the other members of the Board of the matters to be discussed (unless full agreement is agreed to a lower figure), except if the matters include an appointment of a co-opted member, then not less than 21 days' notice must be given.





- 10.3** The Chair shall act as Chair at meetings of the Executive Committee. If the Chair is absent then the Deputy Chair shall conduct the meeting, but if both Chair and Deputy Chair are absent at any meeting, the members of the Executive Committee shall choose one of their number to be Chair of the meeting before any business is transacted.
- 10.4** There shall be a quorum when greater than 50% of the Executive Committee, including one officer are present in person at any Executive Committee meeting
- 10.5** Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of vote the Chair of the meeting shall have a second or casting vote.
- 10.6** The Executive Committee shall keep minutes, in books or files (physical or electronic) kept for the purpose of the proceedings at meetings of the Executive Committee or any sub-committee.
- 10.7** The Executive Committee may from time to time make or alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of their documents. No rule may be made which is inconsistent with this constitution.
- 10.8** The Executive Committee may appoint working groups consisting of three or more members of the committee to assist in fulfilling the objectives of the group and supporting its membership. The work group will present its findings back to the committee for a final decision to be agreed upon.

#### **11.0 President**

- 11.1** The post of President shall be filled by a person of standing who shall be recommended by the Board and then elected by a majority vote;
- 11.2** The President will continue in office until the Board considers it appropriate to appoint a successor or the President indicates the wish to resign;
- 11.3** One or more Vice Presidents of suitable standing may be appointed on a similar basis if the Board considers it appropriate;
- 11.4** The President shall not be entitled to vote or be remunerated but is able to claim expenses within the guidelines.

#### **12.0 Receipts and Expenditure**

- 12.1** The funds of the LHSG, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the LHSG at such bank or banks as the Executive Committee shall from time to time decide.
- 12.2** All Payments drawn on the account over £150.00 must be signed off by at least two members of the Executive Committee. Payments for any sum under the £150.00 limit may be signed off by one member of the Executive Committee, however the expenditure must then be ratified by the Executive Committee at the next Executive Committee Meeting.
- 12.3** The funds belonging to the LHSG shall be applied only in furthering the Objects.





### **13.0 Accounts**

- 13.1** The Executive Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to: -
- 13.1.1 The keeping of accounting records for the LHSG;
  - 13.1.2 The preparation of annual statements of account for the LHSG;
  - 13.1.3 The annual auditing or independent examination of the statements of account of the LHSG.
  - 13.1.4 Full details of the Financial Process shall be shown separately and subject to regular review

### **14.0 Charity Commission**

- 14.1** The Charity Commission was established by the Charities Act. It acts as an independent regulator and its job is to work with charities to ensure that they are accountable, well run and meet their legal obligations in order to promote public trust and confidence.
- 14.2** The Executive Committee shall designate one of their members to be the primary contact with the Charity Commission.
- 14.3** The Charity Commission requires the LHSG to make an Annual Return which includes the following information: -
- 14.3.1 Name of each Trustee
  - 14.3.2 Income and Expenditure figures shown on the Annual Accounts
  - 14.3.3 Contact Information as specified
- 14.4** The Charity Commission also issues guidance on good governance of charities in compliance with current legislation. One publication for Trustees details their duties to Comply with legislation, act with Prudence on financial matters, and exercise Care in making judgements.
- 14.5** The LHSG is an "Unincorporated" legal entity. Hence, if the LHSG were to become insolvent, then under certain circumstances the Trustees may be personally liable for the liabilities of the LHSG.

### **15.0 Annual General Meetings**

- 15.1** There shall be an Annual General Meeting of the LHSG which shall be held in the month of April in each year or as soon as practicable thereafter.
- 15.2** The Board shall present a Report and Accounts of the LHSG for the preceding financial year that must be accepted by a majority vote and form the basis of the annual submission to the Charity Commission
- 15.3** Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the LHSG. All members of the LHSG shall be entitled to attend and vote at the meeting.
- 15.4** The Chair of the Executive Committee shall chair the meeting. However, if he or she is not present then before any other business is transacted the persons present shall appoint a chairperson for the meeting.
- 15.5** An AGM Quorum will be the same as a quorum for an Executive Committee Meeting



## **16.0 Special / Extraordinary General Meeting**

- 16.1** The Board may call a Special / Extraordinary General Meeting of the LHSG at any time if: -
- 16.1.1 at least ten-member of the Group request such a meeting in writing or by sending an e- mail to the Chairman and / or Secretary stating the business to be considered
  - 16.1.2 if the majority of elected members of the Board decide that important business must be authorised by the LHSG's Membership then
    - a) The Secretary shall then call such a meeting
    - b) At least twenty-one days' notice must be given
    - c) The notice must state the business to be discussed
  - 16.1.3 A Special or an EGM quorum will be the same as an Executive Committee quorum plus at least ten-member of the Group

## **17.0 General Meetings – Records and Quorum**

- 17.1** The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the LHSG.
- 17.2** There shall be a quorum when at least one tenth of the number of members of the LHSG for the time being or ten members of the LHSG, whichever is the greater, are present at any General Meeting.

## **18.0 Notices**

- 18.1** Any notices required to be served on any member of the LHSG shall be in writing and shall be served by the Secretary of the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom and any letter so sent shall be deemed to have been received within 10 days of posting or by electronic means to the e-mail address furnished by the member.

## **19.0 Alterations to the Constitution**

- 19.1** Subject to the following provisions of this Clause the Constitution may be altered by a resolution passed by the majority of the LHSG's Members responding and voting at a quorate Annual or Special / Extraordinary General Meeting. The notice of the Annual or Special / Extraordinary General Meeting must include notice of the resolution, clearly setting out the terms of the alteration(s) proposed.
- 19.2** No amendment may be made to the LHSG name, objectives, personal interest or dissolution clauses of this constitution without the prior consent in writing of the Charity Commission.



- 19.3** No amendment may be made which would have the effect of making the LHSG cease to be an organisation under charity law
- 19.4** The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.
- 19.5** Appendices may be altered at any time without requiring a review of this constitution and are approved by a majority of the Board

**20.0 Dissolution**

- 20.1** If the Executive Committee decides it is necessary or advisable to dissolve the LHSG it shall call a meeting of all members of the LHSG, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by two thirds majority of those present and voting, the Executive Committee shall have the power to realise any assets held by or on behalf of the LHSG.
- 20.2** Any assets remaining after satisfaction of any proper debts and liabilities shall be given or transferred to such other Charitable Institution or Institutions having objects similar to the objects of the LHSG as the members of the LHSG may determine or failing that, shall be applied for some other Charitable Purpose.
- 20.3** If 20.2 is not possible then the Charity Commissioners have the right to decide where funds will be transferred
- 20.4** A copy of the statement of accounts, or account and statement, for the final accounting period of the LHSG must be sent to the Commissioners.

**21.0 Adoption**

- 21.1** This Constitution was adopted at the Annual General Meeting on the eighth day of April 2019 and certified by the persons whose signatures appear at the bottom of this document

Signed by:

**CHAIR Lisa Hayes**.....

Signed by:

**DEPUTY CHAIR...Tracey Ayton-Harding**.....

Signed by:

**SECRETARY....Michael J W Morgan**.....



## **Appendix A – Responsibilities, Rolls and Duties**

### **1.0 Responsibilities, Roles and Duties for Elected Executive Committee Members (Trustees)**

All charities are expected to have good governance

**1.1** Elected Board members must act in good faith and with the LHSG's objectives in mind and act in particular with: -

- d) Selflessness
- e) Integrity
- f) Objectivity
- g) Accountability
- h) Openness
- i) Prudence
- j) Honesty
- k) Leadership
- l) Support

**1.2** In this respect the following actions are required:

a) All Board members must abide by the Code of Conduct in PD 02

b) All potential trustees must sign a declaration to indicate they have no custodial criminal record, IVA's, bankruptcy etc. see Appendix 3

**1.3** The Executive Committee must act within the Constitution to control the running of the LHSG in a formal manner and financial capacity;

Some examples of the actions required are: -

a) Review the Constitution and objectives on an annual basis - changes may need approval by the Charity Commission;

- b) All Executive Committee Members / Trustees must bear equal responsibility for financial issues and are liable for any unpayable debts the LHSG incurs;
- c) Minutes of each Executive Committee meeting must be signed and dated by the Chair and Secretary that they are a true record;
- d) A strategy should be developed that is: -
  - Efficient
  - Effective
  - Economical
  - Achievable

The strategy should have: -

- Vision
- Methodical organisation
- Sufficient funding using an appropriate budget process
- A rolling three-year status is recommended
- When targets are achieved, they should be recorded and highlighted at future meetings like the AGM



- 1.4** The organisation at all times should remain solvent and this can be achieved by:
- 1.4.1 Wise use of funds;
  - 1.4.2 No undue risk;
  - 1.4.3 Being cautious with any investments;
  - 1.4.4 Being accountable for all expenditure.
- 1.5** Trustees can be paid for their justified services that are over and above normal duties, however: -
- 1.5.1 The decision to make payments must be by the Executive Committee members who will not benefit;
  - 1.5.2 Payment made should be in the organisation's best interests;
  - 1.5.3 This should be a written agreement and not prohibited by the Constitution;
  - 1.5.4 Trustees that are paid must be in the minority at all times;
  - 1.5.5 Payments must be fully disclosed in the accounts.



## **Appendix B – Contingency Measures**

### **1.0 Contingency Measures**

#### **1.1 Purpose:**

- 1.1.1 To put in place arrangements to ensure adequate *cover* in the event of non-availability of both the Chair and Vice Chair to Chair meetings and deputise for other relevant duties of either office bearer, including involvement in internal and external collaborations and also to cover contingency to ensure continuity in Secretary and Treasurer services

#### **1.2 Events when contingency arrangements would come in to force:**

- 1.2.1 Chair and Vice Chair incapacitated, unable to perform normal duties;
- 1.2.2 Chair and/or Vice Chair resign from post for any reason;
- 1.2.3 Secretary incapacitated, unable to perform duties or resigns from post;
- 1.2.4 Treasurer incapacitated, unable to perform duties or resigns from post.

#### **1.3 Contingency measures:**

- 1.3.1 Chair and Vice Chair unable to honour duties:
  - a) From the Trustees / Executive Committee members, appoint a temporary Deputy Vice Chair, who would manage the situation and take over Chair's allotted duties, commitments and representations until the Chair or Vice Chair was able to resume their position
  - b) The Deputy Vice Chair would also arrange cover for all assigned duties of the Chair and Vice Chair, by discussion with all remaining Trustees / Executive Committee members. All Trustees / Executive Committee members should consider every request for assistance taking into account availability and ability.
- 1.3.2 Chair and / or Vice Chair resign:
  - a) If the Chair resigns for any reason, the Vice Chair would assume all duties of the Chair until the first available AGM or EGM where the normal constitutional election process would be followed, and the Deputy Vice Chair would assume the duties of the Vice Chair until the AGM or EGM.
  - b) If the Vice Chair resigns, the Deputy Vice Chair would assume Vice Chair duties until the first AGM or EGM where normal constitutional elections would take place
- 1.3.3 Secretary unable to continue normal duties:
  - a) From the Trustees, appoint a shadow Secretary who would assist the Executive Committee in the execution of the Secretary's duties and stand in at meetings, commitments, and representations;
  - b) If the elected Secretary was incapacitated, the shadow would assume the secretary's role until a return to duty of the Secretary and service resumption;
  - c) If the elected Secretary resigns, the shadow Secretary would assume all the Secretary's duties until the next AGM or EGM where normal constitutional elections would take place



1.3.4 Treasurer resigns or is unable to continue normal duties:

- a) From the Executive Committee / Trustees, appoint a shadow Treasurer who would assist the elected Treasurer in the execution of Treasurer duties and stand in at meetings, commitments, and representations;
- b) If the elected Treasurer was incapacitated, the shadow would assume the Treasurers role until a return to duty;
- c) If the elected Treasurer resigns, the shadow would assume all Treasurer duties until the next AGM or EGM where normal constitutional elections would take place.

1.3.5 Appointment of Deputy / Vice Chair:

- a) This place should be considered at the first Executive Committee meeting after the AGM or EGM and a volunteer sought from within the Executive Committee / Trustees. There is no official title.
- b) Other than being kept within the appropriate communications loop there are no official duties until such stage as one of the above scenarios develops