



CONSTITUTION

1. NAME:

The name of the Partnership shall be the Wiltshire Care Partnership, a Not for Profit Company Limited by Guarantee, hereafter known as the Partnership.

2. AIMS:

The aims of the Wiltshire Care Partnership shall be:

- 2.1. to represent to commissioners the interests of independent providers of residential, nursing and domiciliary care for older people or adults with disabilities, proprietors, managers, staff and people who use the services. In this context the 'commissioners' are all public servants appointed through national or local government departments, either within Wiltshire Council, the Department of Health or the NHS, and it is these government representatives to whom the Wiltshire Care Partnership makes representations on behalf of its members.
- 2.2. to use its best endeavours to support and promote the delivery of high quality, safe care services to older people and adults with disabilities;
- 2.3. to support effective co-operation between providers of care and commissioners to develop sustainable solutions to the challenges of providing care for older people and adults with disabilities, and to promote best practice;
- 2.4. to make representation to any such body whose function may at any time have an effect on the welfare of the members of the Partnership, and people who use their services.
- 2.5. to inform members of such issues as they arise that are likely to affect their organisations/circumstances. To ensure members are best informed in a timely manner about policy changes and training opportunities.
- 2.6. to represent care providers to ensure that there is wider understanding of their contribution to the quality of life and economy of the county.
- 2.7. to assist independent providers of care to access a range of member services that support sustainability of their business and safeguard jobs and services;
- 2.8. to affiliate to any other organisation which has the same or similar aims to the Partnership or who may be able to assist the Partnership in achieving its aims.

3. MEMBERSHIP:

Criteria for Membership:

- 3.1. Membership of the Partnership shall be open to all providers of residential and nursing care and domiciliary care for older people or adults with disabilities within the County of Wiltshire, who are registered with CQC;

- 3.2. Membership is open to any individual and organisation that meets the requirements of 3.1 regardless of class, colour, age, culture, ethnic origin, race, religion, disability, sexuality, age or marital status.
- 3.3. It is our express intention to comply fully with all relevant legislation to ensure that the culture, philosophy and processes within the organisation are free from bias and serve to protect the members.

Termination of Membership:

- 3.4. Members shall conduct themselves in such a manner that they do not undermine the purpose of the Partnership which is to build positive relationships with interested stakeholders and partner organisations.
- 3.5. Membership may be terminated if, in the opinion of the Board, a member is involved in any indiscretion or breach of this constitution, which may bring the health and care sector into disrepute.
- 3.6. Where the Board is to meet to discuss the possible removal of membership the member may attend that portion of the Board meeting where this matter is to be raised and has the right to present his/her case.
- 3.7. Appeals against the Board's decision can be made through an Extraordinary General Meeting of the partnership called specifically for this purpose. Any such appeal must be lodged with the Chair of the Partnership within 14 days of the Board's decision and the Chair must then call an Extraordinary General Meeting at which the appeal shall be heard within 28 days. The decision will be made by members at the Extraordinary General Meeting and voting will be final.
- 3.8. In calling an Extraordinary Meeting to hear an appeal against removal from membership, rule 6.1 below shall be set aside and the Chair shall be empowered to call the meeting in accordance with rule 6.2.

Membership Fees:

- 3.9. There shall be a membership fee and/or an annual subscription, which shall be set annually. All membership income shall be expended for the benefit of the Members and the Partnership.
- 3.10. The Board shall be empowered to set the membership fee and/or annual subscription, which shall be notified to the members in August and payable from the 1st October each year.
- 3.11. Any member who has not renewed their membership by 1st December in each year shall be removed from the register of members and shall not be entitled to receive services from the Wiltshire Care Partnership until the appropriate membership fees have been paid.
- 3.12. The Board may, from time to time, levy a charge for re-joining the Partnership once membership has lapsed.

4. BUSINESS OF PARTNERSHIP:

Governance:

- 4.1. The Wiltshire Care Partnership shall be represented by a Board of Directors.
- 4.2. The Board of Directors of the Wiltshire Care Partnership will comprise of the following officers who will be elected by the membership at the Annual General Meeting:
 - Chair – elected for a 3 year term
 - Vice-chair – elected for a 3 year term
 - Treasurer – elected for a 3 year term
 - 2 additional Board Members – elected for a 3 year term
- 4.3. The Chairs of the Wiltshire and Swindon Registered Nursing Home Association, Wiltshire Care Home Association, Wiltshire Disabilities Providers Forum and Wiltshire Domicilliary Care Providers Association (or the designated representatives of those bodies) shall be Board Directors with full voting rights. These individuals may hold one of the offices as described above.
- 4.4. Up to 2 further Members will be co-opted as Board Directors where deemed necessary by the current Board. The period of co-option shall last until the next AGM.
- 4.5. It is intended that the Board of Directors should reflect and represent the full membership of the Partnership.
- 4.6. The Chair of the Wiltshire and Swindon Care Skills Partnership and representatives of Wiltshire Council and The Wiltshire Clinical Commissioning Group will have seats on the Board but they will have limited voting rights.
- 4.7. The Chief Executive Officer of the Partnership will attend Board meetings, provide advice and guidance and be fully involved in the work of the Board but will have no voting rights.
- 4.8. The powers and responsibilities of directors are laid down by the Memorandum and Articles of Association and policies and procedures as agreed by the Board.

Election of officers:

- 4.9. Elections to the Board of Directors will be held each year at the Annual General Meeting.
- 4.10. Invitations to make nominations will be sent out to members not less than 4 weeks before the date of the Annual General Meeting.
- 4.11. Nominations will be accepted up to 7 days before the date of the Annual General Meeting.
- 4.12. Any paid up member of the Wiltshire Care Partnership is eligible for nomination for election to the Board.
- 4.13. Any elected officer of the Board who has reached the end of their term of office shall be eligible for re-election provided they remain a paid up member

of the Partnership.

- 4.14. Nominations must be confirmed and agreed by the nominee, in writing (including by email).
- 4.15. The full list of candidates for each of the elected positions on the Board will be circulated to members via email within 2 working days of the closing date for nominations.
- 4.16. Members will be able to cast votes for their preferred candidates at the Annual General Meeting. One vote per home can be cast.
- 4.17. Members who are unable to attend the Annual General Meeting in person will be able to indicate their preferred candidate by email. The closing date for this method of voting will be 24 hours before the Annual General Meeting.

Arrangements for first elections to the Board of Directors:

- 4.18. In order to mitigate against the potential for all members of the Board being replaced at the same time and to assist in maintaining appropriate knowledge, experience and skills required to fulfil the on-going collective role of the Board, there will be special arrangements in place for the first Annual General Meeting in 2013.
- 4.19. At the first Annual General Meeting Members will elect officers for the following periods of time:
 - Chair – 3 years
 - Vice-Chair – 2 years
 - Treasurer – 3 years
 - Board Members – 1 year

Board Meetings:

- 4.20. The Board shall meet on a regular basis and no less than six (6) times in each year.
- 4.21. Minutes of the Board meetings shall be made available to any member on request and on the website.
- 4.22. Minutes of the Board meetings that contain confidential or sensitive information will not be released without this information being deleted from the public record
- 4.23. Quorum Board meetings shall only
members are present and that these four members must include at least one of the Chair, Vice-Chair and Treasurer.
- 4.24. If a Board meeting is deemed not quorate the meeting may still take place but any decisions made shall not become effective until passed by a Board meeting which is quorate.

Co-option:

- 4.25. Any full member of the Partnership can be co-opted onto the Board by the Board for the purpose of filling a vacancy or vacancies arising from the resignation of a Board member or to represent unrepresented sectors of care

provision.

- 4.26. Co-opted members of the board may, at the discretion of the elected board members, be given full voting rights at board meetings.

Removal of a Board Member:

- 4.27. A Board member may be removed by agreement of the majority of Board members if:
- (S)he is absent for two consecutive meetings without special leave of absence.
 - Membership is terminated under paragraph 3.5 of this constitution.

5. THE ANNUAL GENERAL MEETING:

- 5.1. An Annual General Meeting of the Partnership shall be held in September of each year.
- 5.2. The main business of the Annual General Meeting shall be to:
- Agree the statement of accounts for the previous year
 - Vote on any resolutions put before the Annual General Meeting
 - Elect Board members to serve for the next 3 years, (except at the first AGM, as set out in 4.18-4.19 above).
- 5.3. Written notification of the Annual General Meeting shall be e-mailed to all members of the Partnership at least 28 days in advance of the date of the meeting. The notice shall give the date, time and place of the meeting.
- 5.4. The Annual General Meeting shall only be deemed quorate if at least 10% of members of the Partnership are present and voting.
- 5.5. Each member in good standing attending the Annual General Meeting shall have the right to cast one vote in respect of elections to the Board and any resolutions recommended by the Board.
- 5.6. Where a member cannot attend the Annual General Meeting they may indicate by email their preferred candidate for election, as set out in 4.17.
- 5.7. Where a member cannot attend the Annual General Meeting, they may assign their vote by proxy to another member in good standing who will attend the meeting and will vote on their behalf in respect of any resolutions recommended by the Board. This must be advised by email at least 24 hours in advance of the Annual General Meeting.

6. EXTRAORDINARY GENERAL MEETINGS:

- 6.1. An Extraordinary General Meeting of the Partnership may be called if 10 (ten) or more members ~~notify in writing to the~~ ^{notify in writing to the} Chair. Any such requests shall state the purpose for which the meeting is being called.
- 6.2. Written notification of the Extraordinary General Meeting shall be emailed to all members at least 14 (fourteen) days in advance of the date of the meeting. The notice shall give the date, time and place of the meeting and any business to be conducted will be notified to the membership.

- 6.3. An Extraordinary General Meeting shall only be deemed quorate if at least 10% of members of the Partnership are present and voting.

7. FINANCES:

- 7.1. The Chief Executive Officer shall open and maintain bank accounts in the name of the Partnership.
- 7.2. All cheques written on behalf of the Partnership must be signed by at least two of four named signatories.
- 7.3. Reasonable expenses incurred by Board members or nominated representatives on behalf of the membership shall be reimbursed.

Accounting:

- 7.4. The accounting year of the Partnership shall end on 31st January with its Annual General Meeting in the September following.

8. CHIEF EXECUTIVE OFFICER:

- 8.1. The Chief Executive Officer shall undertake the following duties:
- a) Maintaining the statutory registers. These are:
 - the register of members;
 - the register of directors and secretaries;
 - the register of directors' interests;
 - b) Ensuring that statutory forms are filed promptly with Companies House.
 - c) Providing members and auditors with notice of meetings.
 - d) Sending the Registrar of Companies House copies of resolutions and agreements.
 - e) Supplying a copy of the accounts to every member of the Partnership and every person who is entitled to receive notice copies demanded by anyone under section 239 of the Companies Act.
 - f) Keeping, or arranging for the keeping of, minutes of directors' meetings and general meetings.
 - g) Ensuring that people entitled to do so can inspect company records.

9. CHANGES TO THE CONSTITUTION

- 9.1. Changes to this constitution can only be made by a majority of members present and voting at an Annual General Meeting or Extraordinary General Meeting.
- 9.2. Any request for changes to the constitution must be submitted to the Chair in writing at least 28 days before the date of the Annual General Meeting or Extraordinary General Meeting.

10. DISSOLUTION OF THE COMPANY

- 10.1. Any decision to dissolve the Partnership can only be taken at an Extraordinary General Meeting called expressly for the purpose of voting on such a decision.

10.2. The decision to dissolve the Partnership can be made by the majority of those present and voting at such a meeting.

10.3. Any surplus assets shall go to charities having the welfare of potentially vulnerable people within their objectives. The recipient charities (refer to the charities commission) shall be decided by a vote of those present.

11.ADOPTION

The Wiltshire Care Partnership adopted this constitution at its Annual General Meeting held on 17 September 2013.

The constitution was further amended by resolution of an Extraordinary General Meeting held on 3 July 2014.

The constitution was further amended by resolution of its Annual General Meeting held on 25 September 2014.

Signed: _____

Chair

Date: _____