



PCPLD Network
Palliative Care for People with Learning Disabilities

CONSTITUTION OF PALLIATIVE CARE FOR PEOPLE WITH LEARNING DISABILITIES NETWORK

1. Name

The name of the Network is “Palliative Care for People with Learning Disabilities Network” which may also be described as PCPLD Network but which is referred to in this Constitution as ‘the Network’

2. Definitions

The following definitions are adopted in this Constitution:

Chairperson – One of the Honorary Officers and a Steering Group member who is appointed as its Chairperson and who shall be identified as Chairperson of the Network

Steering Group – The committee responsible for policy setting and day to day management of the Network more particularly described in 6 below

Financial Statements – Annual accounts of the Network (in a form determined by the Steering Group as described in 6.16 below) together with a report of the activities of the Network and its Steering Group for the year to which the accounts relate

General Meeting - Any meeting of Members, which shall include the Annual General Meeting (AGM); provisions relating to General Meetings are in 7 below

Honorary Officers– Three specific office holders who comprise part of the membership of the Steering Group – namely, Chairperson, Vice Chair and Treasurer but see generally 6 below

Member (s) – A member (or members) of the Network described in 5.1.1 below.

Standing Committee – A committee established to take necessary decisions and actions between meetings of the Steering Group and described in 6.9 below

Working Day excludes Saturday, Sunday and any day which is a Bank Holiday in England & Wales

3. Philosophy and Objects

The philosophy or ethos of the Network is that people with learning disabilities should receive all the co-ordinated support that they need in living fully until the end of their lives

and that this support should be available to them throughout any illness of their own for which palliative care is appropriate but also during their experiences of such illness in family and friends and in bereavement. It is the overriding object of the Network to fulfil this philosophy or ethos by:

- Raising awareness of the palliative care needs of people with learning disabilities
- Promoting best practice in the palliative care of people with learning disabilities
- Enhancing collaboration between all service providers, people with learning disabilities and carers and generally among those who work for the benefit of people who have palliative care needs;

and in so doing it will:

3.1 Provide a forum which facilitates communication between Members of the Network at a local and national level and also by liaising with and promoting interaction and involvement with other networks, associations and organisations involved with the palliative care needs of people with learning disabilities.

3.2 Encourage and promote an exchange of knowledge, experience and expertise between Members of the Network

3.3 Encourage and promote educational opportunities and develop the principles of best practice in dealing with palliative care needs of people with learning disabilities

3.4 Disseminate a greater understanding of the principles of palliative care needs of people with learning disabilities amongst both health and social care professionals and also the general public

3.5 Do any other lawful things, and provide such services as are consistent with the objects described throughout 3 above.

4. Powers

4.1 To further these objects the Network may:

4.1.1 Levy subscriptions from Members at rates and for periods to be determined from time to time by the Steering Group

4.1.2 Fundraise, which shall include (but is not limited to) accepting gifts, donations, grants and/or sponsorship, borrowing or raising money on such terms (including the giving of security) as shall be appropriate having regard to prevailing principles and standards of prudent fiscal management;

4.1.3 Hold educational events in particular to hold an annual conference (unless at the discretion of the Steering Group, this is not practicable) focussing on palliative care needs of people with learning disabilities for both Members and any interested party or parties;

4.1.4 Co-operate with other organisations including charities, voluntary bodies, other professional associations and networks, and statutory authorities which themselves operate in furtherance of similar objects and to exchange information and advice with them

4.1.5 Hold joint meetings and generally engage in collaborations with other organisations (including but not limited to those described in 4.1.4) to further the objects of the Network

- 4.1.6** Establish or support trusts, foundations, associations or institutions which are essentially either charitable, or philanthropic or otherwise not for profit, to further the Network's objects
- 4.1.7** Open and operate a bank or building society account (or accounts including interest bearing deposit accounts) in the name of the Network
- 4.1.8** Take out insurance policies as appropriate and available for the protection of Members (or co-optees properly appointed under this Constitution who are not Members) acting lawfully and in good faith, in any capacity within the Network
- 4.1.9** Do any other lawful things necessary for the attainment of the objects of the Network.
- 4.2** All monies raised by or on behalf of the Network shall be applied to further the objects of the Network and for no other purpose
- 4.3** If the Network requires legal representation or wishes to hold property, up to four Members shall be selected by the Steering Group to act (if they so consent) as trustees and representatives for the Network. Such persons shall be obliged (subject to law) to comply with the direction of the Steering Group in performing their duties and shall, whether still in office or retired, be entitled to a full indemnity out of the funds of the Network for any loss, damage, costs, expenses, actions or proceedings which they suffer or for any liability they incur either:
 - 4.3.1** in the performance of their duties under this Constitution or
 - 4.3.2** by reason of being such trustees and representatives or
 - 4.3.3** in enforcing the indemnity save that they shall not be entitled to such indemnity if the loss, damage, costs, expenses, actions or proceedings were as a result of the trustee's (or representative's) willful default or gross negligence.

5. Membership

- 5.1** A Member must be an individual with an interest in the meeting of the palliative care needs of people with learning disabilities whether in the UK or worldwide and may include (but is not limited to) people with a learning disability and/or carers of people with a learning disability and/or people who work or volunteer in palliative care or learning disability services but it is for the Steering Group to determine at its sole discretion whether a person is to be admitted as a Member, subject always to 6.19 below.
- 5.2** If a subscription is levied and any Member's subscription is unpaid for 3 calendar months from the date on which payment was due, that Member shall be deemed to have resigned from the Network
- 5.3** The Steering Group will consider, approve or reject applications for Membership and the Steering Group's decision is final and binding.
- 5.4** The Steering Group may also terminate the Membership of any Member at any time provided it has good and sufficient reason so to do in the best interests of the Network and provided that the Member concerned shall be entitled to make written or oral representations to the Steering Group before any such power is exercised.

5.5 The Steering Group shall keep a current register of Members with the Member's full name and contact postal address (and where the Member agrees to accept service of notice by email, his/her email address).

5.6 Every Member of the Network shall be entitled to:

5.6.1 Receive notice of any General Meeting, including the AGM, of the Network in accordance with the procedure set out in 7.4.1 below;

5.6.2 Receive the Financial Statements or any other document to be presented to any General Meeting, including the AGM;

5.6.3 Receive the annual list of Members as stipulated in 6.17 below

5.6.4 Attend, speak at and vote at any General Meeting (including the AGM)

5.6.5 Such benefits as the Steering Group may determine in order to ensure that the objects of the Network are carried out.

6. Steering Group including Honorary Officers

6.1 The policy setting and day to day management of the Network shall be dealt with by the Steering Group

6.2 The Steering Group shall consist of up to 12 Members of which:

6.2.1 3 shall be the Honorary Officers, and these 3 offices must be filled at all times but if necessary the Chairperson or Vice Chair may, at the same time, also fulfil the office of Treasurer, and

6.2.2 1 shall be a person with learning disabilities, and

6.2.3 1 shall be the carer of a person with learning disabilities

but nothing shall prevent a person referred to in 6.2.2 or 6.2.3 from also fulfilling one of the offices described in 6.2.1.

6.3 Any Member is eligible to be appointed to be a member of the Steering Group.

6.3.1 Members of the Steering Group may be appointed subject to such rules and processes relating to nomination and appointment as the Steering Group shall determine provided such rules are formally adopted at the next AGM after they are drawn up. In the absence of any other rules and processes devised by the Steering Group, appointment shall be at the AGM following nomination where each nominee is proposed by a Member (not the nominee) and seconded by another Member (not the nominee or proposer), and if there are more nominees than vacancies, by election. The nominations must be submitted by notice in writing to the Chairperson (or such member of the Steering Group designated for this purpose from time to time by the Steering Group) not less than 10 working days before the AGM and Chairperson (or member of the Steering Group so designated) will send notice of all nominations to the Members not less than 5 working days before the AGM. If there are more nominees than vacancies there shall be election by simple majority at the AGM (see 7.4.3).

6.3.2 Members of the Steering Group will only be appointed if they first indicate their willingness to accept appointment in writing to the Chairperson (or the Steering Group member so designated for this purpose from time by the Steering Group).

6.3.3 The Chairperson shall be a Member and shall be appointed at an AGM (subject to 6.3.5 below) following nomination where a nominee is proposed by a Member (not the nominee) and seconded by another Member (not the nominee or proposer) and if there is more than one nominee by election. The nominations must be submitted by notice in writing to such member of the Steering Group designated for this purpose from time to time by the Steering Group) not less than 10 working days before the AGM and the member of the Steering Group so designated will send notice of all nominations to the Members not less than 5 working days before the AGM. If there are more nominees than vacancies there shall be election by simple majority at the AGM (see 7.4.2).

6.3.4 The Steering Group shall appoint the Vice Chair and Treasurer (who, subject to 6.11 below must be members of the Steering Group) and to do this the Steering Group shall draw up such rules and processes as it thinks fit (including as to the length of term of office but see 6.4.3 below). Save in exceptional circumstances as determined by the Steering Group in its discretion, the appointment shall take effect from an AGM, but may not in any circumstances be retrospective. The Vice Chair shall not automatically succeed to become Chairperson.

6.3.5 The Steering Group may devise such rules and processes as it thinks fit in its discretion to ensure the Honorary Officers' roles (including the Chairperson) remain filled between AGMs, but if the Chairperson is so appointed otherwise than at an AGM, the role of Chairperson must be open for appointment at the next AGM.

6.3.6 The Steering Group for the time being, in its discretion, shall decide whether the creation of any of additional officers is required and what the designation and description of the relevant office shall be. The Steering Group for the time being, in its discretion, may decide to discontinue any of these additional Steering Group offices. For the avoidance of doubt such additional officers do not fall within the definition of Honorary Officers.

6.4 Terms of office shall be :

6.4.1 for members of the Steering Group 3 years from the end of the AGM in which his/her appointment is made, and he/she may then be appointed for a further 3 year term, so that no Member shall serve on the Steering Group for more than 6 consecutive years unless circumstances otherwise require as determined by the Steering Group in its discretion. Subject to that discretion, after 6 consecutive years a Member must stand down from the Steering Group for at least 1 year before seeking further appointment/election to the Steering Group;

6.4.2 for the Chairperson 3 years from the end of the AGM in which his/her appointment is made, and he/she may then be appointed for a further 3 year term, so that no Member shall serve as Chairperson for more than 6 consecutive years unless circumstances otherwise require as determined by the Steering Group in its discretion. Subject to that discretion, after 6 consecutive years a Member must stand down from the Chair for at least 1 year before seeking further appointment/election as Chairperson.

6.4.3 for the Vice Chair and Treasurer as the Steering Group determines save that their term of office shall not be longer than, or otherwise conflict with, the provisions set out in 6.4.1 unless circumstances otherwise require as determined by the Steering Group in its discretion.

6.5 The Steering Group may appoint and if necessary pay for such clerical or other assistance as it may reasonably require.

6.6 The Steering Group may appoint and if necessary pay independent professional advisers, consultants or third party contractors on such terms as it may properly require in the best interests of the Network and in order properly to discharge its policy and management responsibilities.

6.7 The Steering Group may establish sub-committees for any purpose and may also establish a system for regional representation provided appropriate written terms of reference for such committees and/or regional representatives ensure their accountability to the Steering Group.

6.8 The Steering Group shall meet not less than twice a year, but otherwise as frequently as the majority of the Steering Group consider necessary. Provided that all participants may communicate simultaneously with all other participants, Steering Group meetings, Standing Committee meetings (but see 6.9 below) and any sub-committees (see 6.7 above) may be held by telephone or video conference or such other means as the Steering Group may decide. Any Steering Group member (whether or not an office holder) who does not attend three consecutive Steering Group meetings may, at the discretion of the Steering Group, be asked to vacate his/her position.

6.9 Between Steering Group meetings, a Standing Committee consisting of the Honorary Officers shall be responsible for taking any necessary decisions and/or actions but all such decisions and/or actions shall be fully reported at the next meeting of the Steering Group. If the Standing Committee adopts procedures which do not involve the full Standing Committee meeting in person, then provided proper consultation takes place between the Standing Committee members which is minuted for report to the Steering Group, alternative methods of communication need not involve simultaneous participation of all members. The Steering Group may also draw up procedures and protocols for an individual to take decisions/actions in an emergency or otherwise where immediate and/or urgent action is required.

6.10 Minutes shall be kept of meetings of the Steering Group, Standing Committee and any sub committee.

6.11 The Steering Group may at any time co-opt individuals to become its members in order to fill vacancies which arise whether in pursuance of its responsibility under 6.3.5 or otherwise. In exercising its powers of co-option, the Steering Group may co-opt individuals who are not Members of the Network.

6.12 Co-options to the Steering Group shall continue until the next AGM, when in the case of necessity (to be reviewed at that and any subsequent AGM) a further period of co-option may be effected.

6.13 The Steering Group may, in its absolute discretion, co-opt individuals (whether or not he/she is a Member of the Network) to attend Steering Group meetings on one or

more occasions for specific purposes, but these co-optees will not have the right to vote as members of the Steering Group.

6.14 The Steering Group shall fix the terms of appointment and the remit for any persons who are co-opted in accordance with paragraph 6.13, provided, however, that no such person shall serve in his/her particular co-opted capacity for a period which is longer than 5 years and in any event his/her continuing service under such co-option shall be reviewed annually by the Steering Group.

6.15 The Steering Group shall have power to make arrangements for, or to lay down procedures to be followed for, the conduct of any business, meetings, elections, correspondence, co-options or any other business or activity connected with the affairs of the Network and the attainment of the Network's objects provided these do not expressly or impliedly contradict the provisions of this Constitution.

6.16 The Steering Group will be responsible for the prudent fiscal management of the Network and will ensure :

6.16.1 The Financial Statements comply with any regulatory requirements

6.16.2 Appropriate and proportionate processes and procedures are adopted in all dealings with the Network's finances, including (but not limited to) the keeping of appropriate accounting records

6.16.3 Accounts are subject (as best practice or regulation dictate) to independent audit or examination.

6.17 The Steering Group will circulate to the Members each year, at the time notice of the Annual General Meeting is served, the Financial Statements.

6.18 The quorum for the Steering Group shall be at least one third (which shall include members participating in accordance with 6.8 above) of the Steering Group at the relevant time. Decisions shall be made by a simple majority of Steering Group members so present, and the Chairperson (or in his/her absence the Vice Chair or Steering Group member who chairs that particular meeting after being appointed under the discretionary powers in 6.15 above) shall have a casting vote.

6.19 In exercising any power or authority (including any discretion) of the Steering Group under this constitution each member of the Steering Group must act in good faith and in the best interests of the Network to further the attainment of its objects. No member of the Steering Group shall acquire any interest in property belonging to or held on trust for the Network or receive remuneration (subject always to 4.3 above and 9 below) or be interested (otherwise than as a signatory authorised by the Steering Group) in any contract entered into by or on behalf of the Network .

6.20 The proceedings of the Steering Group shall not be invalidated by any vacancy among its number, or by any failure to appoint, or any defect in the election, appointment, co-option or qualification of any member of the Steering Group.

7. General Meetings

7.1 There shall be an AGM in each calendar year which shall be held no later than 15 months after the previous one, at a time and place to be determined by the Steering Group of which not less than 21 Working Days' prior written notice must be given to all Members. Such notice must include details of how a Member may vote by proxy (see also 7.7 below)

7.2 The AGM shall be chaired by the current Chairperson but if the Chairperson is unavailable, by the Vice Chair for the time being or a member of the Steering Group to be decided by the Steering Group in its discretion. Where applicable, the Chairperson's term of office shall end at the close of the AGM in question.

7.3 If any individual is a member of the Steering Group but is not a Member, he/she must also receive notice of an AGM as set out in 8.1 above. Such individual may attend the AGM, and at the invitation or otherwise with the permission of the Chairperson or person chairing the meeting may speak, but in no circumstances vote.

7.4 The business of the AGM shall be to:

7.4.1 Receive the Financial Statements for the immediately preceding year

7.4.2 In any year where the vacancy arises (see 6.4.2 above) to appoint or elect (as the case may be) the Chairperson.

7.4.3 Adopt the appointment of, or elect (as the case may be), members of the Steering Group where vacancies exist and otherwise as applicable (subject to the provisions of 6 above generally).

7.4.4 Deal with any other business for consideration or adoption as required by this Constitution including to consider any other resolution which has been laid before the AGM in accordance with 7.5 below

7.5 Proposals for resolution at any General Meeting (including the AGM) shall be submitted in writing to the Chairperson (or such member of the Steering Group designated for this purpose of whom Members shall have been given prior notice in writing signed by the Chairperson for the time being) not less than 10 Working Days before the meeting in question. A resolution shall be submitted either by a simple majority of the Steering Group, or shall be proposed by a Member and seconded by two other Members.

7.6 In addition to the AGM, a General Meeting may be called either by a simple majority of the Steering Group or by a written request stating the purpose of the meeting in question signed by at least one third of Members for the time being and sent to the Chairperson (or such member of the Steering Group designated for this purpose of whom Members shall have been given prior notice in writing signed by the Chairperson for the time being). On receipt of such request from Members the Steering Group shall cause a General Meeting to be convened within 28 Working Days and otherwise on notice in accordance with 7.1 and 7.3 above but in addition notice of the meeting must include a statement of its purpose.

7.7 A Member may appoint a proxy to attend in his/her place to vote (but not to speak) at any General Meeting (including the AGM). The proxy need not be a Member, and can be the Chairperson. A full explanation of procedural requirements relating to proxies (which may include communication of a proxy by email or other electronic means) shall be

drawn up by the Steering Group in accordance with 6.15 above and shall be adequately explained on any notice of meeting given under 7.1 above.

7.8 The quorum for General Meetings (including the AGM) shall be either 20% of the Members of the Network at the time of the relevant General Meeting or 10 of those Members who are present in person or by proxy, whichever is the lower. Save in relation to matters referred to in 8 below business shall be decided by a simple majority of Members present in person or by proxy, and the Chairperson (or person chairing the meeting) shall have a casting vote.

7.9 At any General Meeting (including the AGM) any Member present in person (but not by proxy) may demand, or the Chairperson may require, a poll either before or immediately after a vote on a show of hands on the matter in question.

7.10 Any General Meeting (including the AGM) may be held at shorter notice than is prescribed in this Constitution if over half the Members entitled to attend and vote at it give their written consent.

7.11 Minutes shall be kept of all General Meetings (including the AGM)

8. Amendments to this Constitution

Additions/changes to this Constitution may only be made by vote at a General Meeting (including an AGM). Proposals for change may be made by the Steering Group of its own volition or by a resolution which has been sent to the Chairperson proposed by a Member and seconded by at least 20 other Members and which the Steering Group will then put before a General Meeting (including the AGM). Prior written notice of proposed additions and/or changes must be sent to Members either at the same time as notice of the AGM is served under 7.1 or 7.3 above or otherwise at the time notice of any General Meeting is served under 7.6 above. All such additions and/or changes will require a two-thirds majority of those Members present in person or by proxy.

9. Remuneration and reimbursement of expenses

9.1 The Steering Group shall have power to reimburse the proper and reasonable expenses incurred by any of the following:

9.1 .1 Any Member who is acting solely in relation to the business or activities of the Network

9.1.2 Any Steering Group member in relation to activities solely connected with his/her appointment as a member of the Steering Group (including, as the case may be, any Honorary Officer or other office holder but also any co-opton whether under 6.11 and/or 6.13 above)

10. Notices and Communications

Notices and other communications shall be sent:

10.1 To the Chairperson or whichever member of the Steering Group has been so designated for this purpose under this Constitution by prepaid post to his/her address in

the Members' Register referred to in 5.6 above or such other address as the Steering Group shall notify to the Members from time to time, and

10.3 To Members (or any other person entitled to receive a notice under this Constitution) by electronic mail but only from and to the email addresses which (as the case may be) the Steering Group has identified prior to adopting this form of communication to Members or other persons entitled to receive notices under this constitution and the Member has identified to the Steering Group prior to accepting this form of communication from the Committee. Email addresses from and to which notices may be served may themselves be changed by service of appropriate prior written notice. Where the Steering Group or a Member has not identified an email address for service of notices in this way then notices must be served by post to the last address in the United Kingdom notified in writing by that Member or person for this purpose to the Network by prepaid post, and

10.4 for the purposes of 10.1 to 10.3 any letter sent by first class prepaid post shall be deemed to have been received within 2 Working Days of posting and any letter sent by second class prepaid post shall be deemed to have been received within 5 Working Days of posting.

11. Dissolution

If the Steering Group by a simple majority decides at any time and on any ground that it is advisable to dissolve the Network it shall call a General Meeting in accordance with 7.6 above and the notice shall state the terms of the resolution for dissolution to be put to such meeting. Proxy voting shall be permitted by the notice calling the meeting. Dissolution of the Network shall require a decision confirmed by a two-thirds majority of those Members present in person or by proxy. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable or not for profit institution or institutions having objects similar to the Network as the Steering Group may determine.
