



**Hearts & Souls**  
WORKING IN BUCKINGHAMSHIRE FOR CARDIAC REHABILITATION

## **Hearts and Souls (H&S) AGM to be held on Friday 29<sup>th</sup> June 2018**

### Secretary's Report - Agenda item 6

#### CORRECTION OF THE HEARTS AND SOULS CONSTITUTION

##### **Background:**

- At the H&S AGM held on 27<sup>th</sup> June 2016 action was unanimously approved to seek Charity Commission (CC) agreement to the substitution of the H&S's constitution to accord with the template proposed by the CC. This was actioned, but the proposal was eventually rejected by the CC as being unnecessary. However this final response was not received before the 2017 AGM held on 3<sup>rd</sup> July 2017.
- During the exchanges with the CC it was realised that when originally lodged the H&S constitution signed by the then Trustees and dated 13<sup>th</sup> October 1998 was incomplete – with page 7 missing. The current Trustees have not been able to locate the original document.
- Revised proposals were made to the CC and their final response was received after the 2017 AGM. The current Trustees have what is assumed to be a late draft of the constitution which includes page 7 and it was proposed to the CC that this be incorporated into the document (subject to one change explained below) and then lodged with the CC.

##### **Charity Commission response:**

- The CC have indicated that as page 7 only covers administrative provisions and none of these issues require CC prior consent they can be added by passing a resolution under Section 380 of the Charities Act 2011 at a H&S general meeting.
- The one change proposed by the Trustees relates to the management of the H&S bank account. The draft page 7 states '*Any bank account in which any assets of the charity are deposited shall be operated by 6 members of the Executive Committee duly appointed.....*'. It has been explained to the CC that elsewhere the constitution only provides for 5 Trustees, and there are currently only 4 Trustees on the Executive Committee with just one vacancy which we are actively trying to fill, so it is impractical to expect the bank account to be operated by 6 and the trustees

suggest that 4 is more appropriate. The CC acknowledges this and has no objection to this being amended as long as the change is also approved at a H&S general meeting.

**Proposal:**

- The Trustees propose that 2 resolutions are put to the members of at H&S 2018 AGM:
  1. That the assumed original proposal for 6 Executive Committee members to operate the H&S bank account is amended to 4 members, and
  2. The assumed original page 7 of the H&S constitution with the amendment in 1. above is added to the document and lodged with the CC together with copies of the resolutions from the AGM.
- The full content of page 7 of the constitution referred to above is on the following page.

## **Revised Page 7 to Constitution**

### **N Bank Account**

Any bank account in which any assets of the Charity are deposited shall be operated by 4 members of the Executive Committee duly appointed in writing by the Executive Committee and shall be held in the name of the Charity.

All cheques and orders for the payment of money from such account shall be signed by at least two members of the Executive Committee so appointed.

### **O Annual Return**

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

### **P Annual General Meeting**

- (1) There shall be an annual general meeting of the Charity which shall be held in April each year or as soon as practicable thereafter
- (2) 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 members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting
- (3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- (4) The Executive Committee shall present to each annual general meeting the report and accounts of the charity for the preceding year.
- (5) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the secretary at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.