



**VOLUNTARY SECTOR STUDIES NETWORK CONSTITUTION**  
**Last amended: 02 December 2009**

*Originally adopted 21 May 2003. Amended 27 Oct 2004, 16 May 2007, 14 May 2008 and 02 Dec 2009*

**A Name**

The name of the Association is the VOLUNTARY SECTOR STUDIES NETWORK ("VSSN" or "the Charity").

**B Administration**

Subject to the matters set out below, VSSN and its property shall be administered and managed in accordance with this constitution by the members of the Steering Group, acting as the trustees of the Charity, constituted by clause F of this constitution ("the Steering Group").

**C Objects**

The objects of VSSN ("the objects") are the advancement of public education concerning the voluntary sector in the United Kingdom:

- (1) by the promotion and diffusion of knowledge; and
- (2) by the publication of research; and
- (3) by the encouragement of contact between workers in relevant fields of enquiry; and
- (4) by undertaking such other activities (being charitable in law) as shall be conducive to the attainment of these objects.

**D Powers**

In furtherance of the objects but not otherwise the Steering Group may exercise the following powers:

- (1) power to raise funds and to invite and receive contributions provided that in raising funds the Steering Group shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (2) power to buy, take on lease or take in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (3) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;

- (4) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money borrowed;
- (5) power:
  - (a) to employ such staff as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants; and/or
  - (b) to contract with a person or firm to provide such services (a "contractor");provided that no member of staff or contractor shall be a member of the Steering Group;
- (6) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes, and to exchange information and advice with them;
- (7) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (8) power to appoint and constitute such advisory committees as the Steering Group may think fit;
- (9) power to do all such other lawful things as are necessary for the achievement of the objects.

#### **E Membership**

- (1) Membership of VSSN shall be open to any person over the age of 18 years or to any constituted organisation provided that in either case the individual or organisation has expressed a wish to further the objects of VSSN and has paid the annual subscription laid down from time to time by the Steering Group. The Steering Group may set different subscriptions for different categories of members.
- (2) Every individual member shall have one vote.
- (3) Every organisational member shall appoint at least one and not more than five individuals ("appointed representatives") to participate in VSSN and to vote on the member's behalf and each such appointed representative shall have one vote.
- (4) The Steering Group may by unanimous vote and for good reason terminate the membership of any individual or organisation: provided that the member concerned shall have the right to make a written submission to the Steering Group before a final decision is made.

#### **F Steering Group**

- (1) The Steering Group shall consist of:

- (a) not more than nine elected members (who shall all be individual members or appointed representatives); and
  - (b) not more than two co-opted members; and
  - (c) the Editor of *Voluntary Sector Review* (nominated by the Editorial Management Board as set out in clause K(8)).
- (2) Co-opted members of the Steering Group may be appointed by the Steering Group provided that no co-option may be made unless notice was given when the Steering Group meeting was called. Each appointment of a co-opted member shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant. Co-opted members shall serve until the next Annual General Meeting.
- (3) (a) Except as provided below, not more than three Steering Group members shall be elected at each Annual General Meeting, and they shall be elected for a period of three years.
- (b) In the event of an elected Steering Group member ceasing to hold office after less than the full three year term, the place thus vacated shall be open for election at the next Annual General Meeting but the person so elected shall serve only for the remaining term of the place vacated.
- (4) At any time when there are vacancies for elected Steering Group members for different lengths of time – whether under F(3) or F(5) – the candidates obtaining the most votes (or the candidates elected first in the event that the Steering Group resolves under clause Q(5) that the election take place by single transferable vote) shall serve for the longest periods of time for which they are eligible to serve.

In the event that there are candidates to be elected for different lengths of time, but no election is needed (because the number of candidates does not exceed the number of vacancies) the Secretary shall arrange to draw lots between the elected candidates at the conclusion of the Annual General Meeting to determine their periods of service (unless the candidates agree otherwise amongst themselves).

- (5) An elected Steering Group member may stand for re-election at the end of his/her period of office, provide that no person shall serve as a Steering Group member for more than six consecutive years (whether as an elected or co-opted member). A Steering Group member who has served consecutively for four years or five years may stand for re-election but only for a maximum period of two years or one year respectively.
- (6) In this clause a “year” means the period from one Annual General Meeting to the next.
- (7) The proceedings of the Steering Group shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (8) Nobody shall be appointed as a member of the Steering Group who is aged under 18 or who is not normally resident in the United Kingdom or who would

if appointed as a charity trustee be disqualified under section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

- (9) No person shall be entitled to act as a member of the Steering Group (whether on a first or on any subsequent entry into office) unless he or she has signed a declaration of acceptance and of willingness to act in the trusts of the VSSN.

#### **G Officers**

The members of the Steering Group shall appoint from amongst themselves a Chair, Secretary, Treasurer and such other officers as may be needed.

#### **H Determination of Membership of Steering Group**

A member of the Steering Group shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Steering Group by virtue of the clause F above; or
- (2) becomes incapable by reason of illness or injury of managing and administering his or her own affairs;
- (3) notifies to the Steering Group a wish to resign (but only if at least three members of the Steering Group will remain in office when the notice of resignation is to take effect);
- (4) in the case of an elected member of the Steering Group, ceases to be either an individual member of VSSN or an appointed representative of an organisational member (but only if at least three members of the Steering Group will remain in office).

#### **J Steering Group Members not to be personally interested**

No member of the Steering Group shall acquire any interest in property belonging to the VSSN (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Steering Group) in any contract entered into by Steering Group.

#### **K Meetings and proceedings of the Steering Group**

- (1) The Steering Group shall hold at least two ordinary meetings each year. Meetings may be called by the Chair or by any two members of the Steering Group upon not less than 21 days' notice being given to the other members of the Steering Group of the matters to be discussed.
- (2) The Chair shall act as chair at meetings of the Steering Group. If the Chair is absent from any meeting, the members of the Steering Group present shall choose one of their number to be chair of the meeting before any other business is transacted.
- (3) There shall be a quorum at an ordinary meeting when at least one third of the numbers of members of the Steering Group for the time being or three members of the Steering Group, whichever is the greater, are present.

- (4) Every matter shall be determined by a majority of votes of the members of the Steering Group present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- (5) The Steering Group shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Steering Group and of decisions taken by post, e-mail or telephone, and of any sub-committees.
- (6) The Steering Group may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents, provided that no rule may be made which is inconsistent with this constitution. In particular, the Steering Group may resolve that decisions between ordinary meetings may be made by means of a conference conducted by post, e-mail or telephone, provided that:
  - (a) in the case of a decision by post or e-mail, at no decision shall be made until 7 days (e-mail) or 14 days (post) have elapsed from the initial circulation of the issue to all members of the Steering Group; and
  - (b) in the case of a decision by telephone conference, at least 7 days notice shall be given of the date and time of the conference.
- (7) The Steering Group may appoint one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Steering Group would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Steering Group. At least two members of each Sub-Committee shall be members of the Steering Group.
- (8) In particular, the Steering Group shall appoint a sub-committee to act as the Editorial Management Board (EMB) for the journal *Voluntary Sector Review*. Subject to any directions from the Steering Group, the EMB shall be responsible for the oversight of the journal and the appointment of the Editorial Team including the Editor (who shall meet the criteria in clauses F(8) and (9) for appointment as an Steering Group Member). The membership of the EMB shall be as follows:
  - (a) Six VSSN members elected by the members of VSSN. These elected members of the EMB shall be elected on a three yearly cycle, using the same rules as for election of Steering Group members as set out in clauses F(3) to (5) but in a separate election.
  - (b) The Editor (if not already an elected member) – who shall be an ex-officio member of the Steering Group as set out in clause F(1).
  - (c) One Steering Group member appointed by the Steering Group.

## **L Finance**

- (1) The funds of VSSN, including all donations contributions and bequests, shall be paid into an account operated by the Steering Group in the name of the Charity at such bank as the Steering Group shall from time to time decide.

All cheques drawn on the account for amounts of £200 or more shall be signed by two signatories. For smaller amounts, a single signatory shall suffice where the Steering Group considers this expedient.

- (2) The funds belonging to the VSSN shall be applied only in furthering the objects.

#### **M Property**

- (1) Subject to the provisions of sub-clause (2) of this clause, the Steering Group shall cause the title to:

- (a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
- (b) all investments held by or on behalf of the charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Steering Group at their pleasure and shall act in accordance with the lawful directions of the Steering Group. Provided they act only in accordance with the lawful directions of the Steering Group, the holding trustees shall not be liable for the acts and defaults of its members.

- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Steering Group may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Steering Group, and may pay such a nominee reasonable and proper remuneration for acting as such.

#### **N Accounts**

The Steering Group shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Charity Commission.

#### **O Annual Report**

The Steering Group shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

**P Annual Return**

The Steering Group shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

**Q Annual General Meeting**

- (1) There shall be an annual general meeting of the VSSN which shall be held in the month of May in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Steering Group. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the VSSN. All the members of the VSSN shall be entitled to attend and vote at the meeting.
- (3) The Steering Group shall present to each annual general meeting the report and accounts of VSSN for the preceding year.
- (4) Nominations for election to the Steering Group shall be made in writing by individual members or by appointed representatives of organisational members and must be in the hands of the Secretary of the Steering Group (or his/her nominee) at least 28 days before the Annual General Meeting. Should nominations exceed vacancies, the Steering Group shall arrange a ballot of all individual members and appointed representatives. The Steering Group shall determine the method of voting (which may include electronic voting if the Steering Group so directs) provided that at least 14 days shall be allowed between the transmission of any ballot message and the deadline for votes to be cast. Elected members shall take office from the conclusion of the Annual General Meeting.

**R Special General Meetings**

The Steering Group may call a special general meeting of VSSN at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

**S Procedure at General Meetings**

- (1) The secretary or other person specially appointed by the Steering Group shall keep a full record of proceedings at every general meeting of the VSSN.
- (2) There shall be a quorum when at least one tenth of the number of members of the VSSN for the time being or ten members of the VSSN, whichever is the greater, are present at any general meeting.

**T Notices**

Any notice required to be served on any member of the VSSN shall be in writing or by e-mail and shall be served by the secretary of the Steering Group on any member either personally or by transmission of an e-mail message to his or her last known e-mail address 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. Any letter

or e-mail so sent shall be deemed to have been received within 10 days of its posting or transmission.

#### **U Alterations to the Constitution**

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the individual members and appointed representatives present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to clause A (the name of charity clause), clause B (the objects clause), clause J (Steering Group members not to be personally interested), clause V (the dissolution clause) or this clause without the prior consent in writing of the Charity Commissioners.
- (3) No amendment may be made which would have the effect of making VSSN cease to be a charity at law.
- (4) If VSSN is a registered charity, the Steering Group shall promptly send to the Commission a copy of any amendment made under this clause.

#### **Dissolution**

If the Steering Group decides that it is necessary or advisable to dissolve the VSSN it shall call a meeting of all members of the VSSN, 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 a two-thirds majority of those present and voting the Steering Group shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the 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 Charity as the members of the VSSN may determine or failing that shall be applied for some other charitable purpose. If at the time of dissolution, VSSN is a registered charity, a copy of the statement of accounts, for the final accounting period of the Charity must be sent to the Commission.