

'THE NATIONAL ASSOCIATION OF CARE CATERING'

CONSTITUTION

1. NAME

The body shall be called The National Association of Care Catering and shall be referred to in this Constitution as 'The Association'.

2. OBJECTIVES

The objective of 'The Association' shall be to promote and improve the catering services of Social Services and other caring Agencies within Great Britain (collectively referred to in this Constitution as "The Agencies"), by seeking without prejudice to the generality of the foregoing.

(A) To provide a forum for individuals and organisations involved in any aspect of the provision and supply of catering for the Agencies to facilitate the exchange and sharing of information, experience and expertise;

(B) to promote and encourage the development and adoption of the highest professional standards and codes of practice by formulating and publishing guidelines, policy papers and authoritative statements;

(C) to encourage and commission research, study and dissemination of information and to publish results and findings;

(D) to generate financial support to enable 'The Association' to fulfil its Objective.

(E) to promote 'The Association' in all appropriate ways:

(F) to liaise with officers responsible for the catering services of the Agencies:

(G) to establish and maintain communications, and promote the exchange of information, with other appropriate organisations.

3. MEMBERSHIP

There shall be five grades for Membership of 'The Association' namely:-

(A) **Individual Membership**, which shall be open to any individual engaged in any aspect of catering within and for the Agencies. Where two or more persons hold the same post in a jobshare arrangement, they may jointly hold one individual Membership between them;

(B) **Corporate Membership**, which shall be open to any Company or other organisation engaged in any aspect of catering in relation to the Agencies. Corporate Members may be represented at meetings by any person they may wish to nominate;

(C) **Student Membership**, which shall be open to any individual undertaking any course of study leading to a qualification relevant to the catering industry;

(D) **Retired Membership**, which may be awarded to any individual Member who has retired from normal employment;

(E) **Honorary Membership**, which may be awarded to any individual by a majority resolution of the National Executive of 'The Association' in recognition of services by such individual to 'The Association'.

4. CONDITIONS OF MEMBERSHIP

(A) Subject to payment of the appropriate membership fees and to their meeting the relevant eligibility criteria. Members may transfer between membership grades, with the consent of the National Executive.

(B) National Executive may, in its absolute discretion, terminate, or refuse to accept applications for, membership. In exercising such discretion, the National Executive will give due consideration to any representations made to it by the individual or organisation concerned and will make such enquiries and investigations as are proper in the circumstances to establish relevant facts.

(C) Each Member shall be issued with a Certificate of Membership which shall at all times remain the property of 'The Association' and shall be returned to 'The Association' on cessation of Membership for any reason.

(D) Each Member shall select the Regional Group with which he or she wishes to be affiliated. A Member may attend any meeting of the Regional Group, irrespective of such affiliation, but may only vote in the Regional Group to which he or she is affiliated.

(E) Each Member, as a fundamental condition of membership, agrees and undertakes to be bound by, and comply with the terms of this Constitution, and as it may be amended from time to time.

(F) Members are at liberty to state in the public domain that they are Members of 'The Association'. Members shall not, without the prior, written consent of a National Officer, hold themselves out in anyway as being able to speak on behalf of, or in anyway represent, the views or opinions of 'The Association'.

(G) No Member, without the prior written consent of a National Officer shall in anyway hold themselves, as being in anyway authorised to give any commitment or

undertaking of any nature whatsoever in the name or on behalf of, 'The Association' whether intended to be legally binding or not.

(H) All Members shall respect the right to confidentiality of all other Members and shall not disclose to any other person or organisation any views expressed or statements made by any other Member in any way which might lead to that Member being identified as the author or originator of such views or statements, except to the extent that any legally enforceable obligation may require such disclosure.

(I) All Members must advise the National Secretary in writing of any change of address, telephone number, employer or work location.

(J) Members shall be entitled to bring Guests to any Regional Group Meeting, but shall be responsible for the conduct of their Guests, particularly as regards the confidentiality requirement set out in Paragraph 4 (H) of this Constitution.

5. MEMBERSHIP FEES

(A) Membership of 'The Association' is conditional upon the payment of an annual Membership Fee.

(B) The amount of such fee shall be set by the National Executive and reviewed by them from time to time, in respect of each grade of Membership.

(C) Any Member who fails to pay the appropriate Fee in full within three months of the due date for payment shall automatically be suspended from membership, and shall not have the right to vote, to receive correspondence or other information from 'The Association' nor to attend any meetings of 'The Association' and shall be so notified in writing by the National Secretary.

(D) Any Member who has failed to pay the appropriate membership fee in full by the expiry of six months from the due date for payment shall automatically be deemed to have resigned from membership and shall be so notified by the National Secretary.

6. NATIONAL EXECUTIVE

(A) Subject to this Constitution and to any directions given by any Resolution duly passed by any Annual General Meeting or Extraordinary General Meeting, the business of the 'The Association' shall be managed by the National Executive, who may exercise all the powers of 'The Association'.

(B) The National Executive may delegate any of their powers to any Committee consisting of one or more members of the National Executive. Any such delegation may be subject to such conditions as the National Executive may impose and may be revoked at any time by the National Executive.

(C) It shall at all times be the duty of the National Executive, National Officers, and National Treasurer to seek to manage the affairs of 'The Association' in an effective and cost-efficient way.

(D) The National Executive shall be comprised of: -

- (i) Two delegates from each of 'The Association's' Regional Groups who will normally, but need not necessarily, be the Regional Officers for that Region, and
- (ii) The National Chair, the National Deputy Chair and the National Secretary (referred to in this Constitution as "the National Officers"), and
- (iii) the National Treasurer, and
- (iv) the Conference Organiser(s).

7. PROCEEDINGS OF NATIONAL EXECUTIVE

(A) The National Executive shall meet not less frequently than quarterly. The National Secretary shall prepare an agenda for each such meeting and circulate it to all members of the National Executive at least five days prior to each such meeting. The quorum for the transaction of any business by the National Executive shall be a National Officer and the other six shall be delegates nominated by the Regional Groups.

(B) Any member of the National Executive who is unable for any reason to be present at any National Executive meeting shall be entitled to appoint a proxy to represent him or her and to vote in his or her stead. The appointment of such proxy must be notified in writing to the National Secretary at least twenty four hours before the meeting is due to commence.

(C) Decisions of the National Executive shall be taken by a simple majority vote of those present at the meeting, whether in person or by proxy. In the event of a tied vote, the National Chair or, in the absence of the National Chair, the person chairing the meeting, shall have a second, deciding vote. The National Treasurer may address meetings of the National Executive, but shall not have a vote, unless they are also a delegate from a Regional Group.

(D) The National Secretary shall produce and keep minutes of all meetings of the National Executive and shall circulate copies of the same to each member of the National Executive.

(E) It shall be the particular responsibility of the National Executive to:

- (i) determine an annual programme and to delegate accordingly to the Regional Groups

- (ii) co-ordinate and distribute the work of the Regional Groups;
- (iii) produce policy recommendations;
- (iv) discuss and disseminate to Regional Groups information on the impact of legislation, reports and guidelines and to make such representatives.
- (v) publicise and promote the interests of 'The Association' and to maintain links with, and exchange information with, such other bodies and organisations as the National Executive deem appropriate;
- (vi) call and organise an Annual General Meeting of 'The Association'.
- (vii) recommend changes to this Constitution;
- (viii) appoint an external auditor.
- (ix) agree membership fee.

8. ELECTION OF NATIONAL OFFICERS

(A) National Officers shall hold office for a period of two years.

(i) The periods of office of the National Officers must not run concurrently.

The National Chair and National Secretary will hold office for the same two year period, and the term of office for the National Deputy Chair will commence in the alternate year to that of the other two regional officers.

(ii) To commence this cycle of office, the elections for National Officers in 2007 will be for a two year period for the National Chair and National Secretary and for a one year period for the National Deputy Chair.

(B) Not less than two months before the date of expiry of the period of office of the National Officer(s), or in the event of a vacancy occurring, the National Secretary shall so notify all Regional Groups and request nominations of candidates for the National Officer post(s).

(C) Nominations of candidates for National Officer posts may only be made through a National Officer or a Regional Officer. No-one may nominate him or her self. Nominees must be Individual or Retired Members of 'The Association' or a duly appointed representative of a Corporate Member. No Corporate Member may have its representative(s) holding more than one National Officer post at any time. All nominations must be in writing. Nominations must be received by the National Secretary not later than a time and date specified by the National Secretary in the request for nominations. Any nomination not received by the National Secretary by that deadline, for whatever reason, shall be deemed invalid and the nominee shall not be eligible to stand for the relevant office.

(D) As soon as reasonably practicable after the passing of the deadline for nominations, the National Secretary shall compile a list of the nominees for each of

the National Officer posts and issue them to the National Officers, Regional Groups and the nominees.

(E) In the event that only one nominee is nominated for any particular National Officer post, that nominee shall be declared elected *nem.con.

(F) In the event that more than one nomination is made in respect of any particular office, the National Secretary shall arrange for a secret ballot of all Members eligible to vote. Each nominee may provide a brief statement of purpose in seeking election of the relevant office. Such statement should be forwarded to the National Secretary by a date to be set by the National Secretary, for circulation by the National Secretary to Members eligible to vote.

(G) Each Individual Member, Corporate Member and Retired Member shall have the right to cast one vote in elections for each National Officer post. Honorary Members shall not have a vote **SAVE THAT** Honorary Members who were Individual Members prior to be award of Honorary Membership shall continue to have one vote to cast in respect of each National Officer post election.

(H) The National Secretary shall be responsible for arranging for the counting of the votes cast for each nominee. The number of votes cast for each nominee, and the number of spoilt ballot papers, shall be advised in writing to each nominee, National Office and Regional Group. The nominee for each post who receives the largest number of votes shall be deemed elected.

(I) The National Secretary shall retain all nomination and ballot papers for a minimum period of six months from the date of the election and shall make them available for inspection by any Member upon the giving of reasonable notice.

(J) The persons elected for the various National Officer posts shall take up their respective offices with effect from the date specified by the National Secretary in the notice calling for nominations.

(K) Any Member seeking a National Officer post accepts that all National Officer share an equal responsibility from the work of the National Executive and for the duties and responsibilities which emanate from such work.

9. NATIONAL TREASURER

(A) The National Executive shall appoint a National Treasurer. The post may be filled by a member of the National Executive, other than a National Officer, or by a non-member of the National Executive co-opted for the purpose by the National Executive, for such a period not to exceeding two years, as the National Executive shall deem appropriate.

(B) It shall be the duty of the National Treasurer to maintain proper and up-to-date accounting records and procedures in respect of 'The Association's' finance, in compliance with all relevant legal requirements, Statements of Standard Accounting Practice and best practice. The Treasurer shall produce annual budgets for

consideration by the National Executive and shall produce a Financial Report, supported by income and expenditure accounts, cash flow reports and comparisons with budget, together with appropriate forecasts, for each meeting of the National Executive and, in any event, not less than quarterly. The National Treasurer shall make arrangements for banking of all cash and for ensuring that 'The Association's' cash balances are invested so as to maximise the income thereon without incurring undue risk.

10. HCI (Healthcare Caterers International) BOARD MEMBER

(A) The National Executive shall appoint the HCI Board member / representative. The post may be filled by a member of the National Executive, other than a National Officer, or by a non-member of the National Executive co-opted for the purpose by the National Executive, for such a period not to exceed two years, as the National Executive shall deem appropriate.

(B) It shall be the duty of the HCI Board member / representative to maintain proper links with the HCI Board, CEO and committees. The HCI Board member / representative shall produce a report on the HCI's activities and their impact on 'The Association', for each meeting of the National Executive. The HCI Board member / representative shall make arrangements for attending the HCI Board meetings, associated meetings and conference calls.

11. EXTERNAL AUDITOR

The National Executive shall appoint an external auditor to conduct an annual audit of 'The Association's' accounts, accounting records and procedures, to report to the Members on the same and to recommend to the National Executive any matters which the Auditor may deem appropriate. The National Executive shall agree the fee for such audit.

12. REGIONAL GROUPS

(A) Regional Groups shall be established in respect of each of the following geographical areas:

- (i) North of England
- (ii) South West of England
- (iii) South East of England
- (iv) Midlands Region of England
- (v) Scotland
- (vi) Wales

- (B) It shall be the duty of the Regional Groups:
- (i) to promote the Objective of 'The Association' within their respective geographical areas, within the budgets and subject to the conditions imposed upon them by the National Executive;
 - (ii) to raise issues for consideration by the National Executive;
 - (iii) to report to the National Executive on any issues requested by the National Executive or any matters deemed relevant by the Regional Group;
 - (iv) to arrange presentations, studies or other contributions by Members or other suitable persons or organisations;
 - (v) to provide a forum for discussion of issues raised by Members.
- (C) The Regional Groups shall arrange for two of their affiliated Members to be nominated as Members to serve on the National Executive. These will normally be the Regional Officers for that Regional Group but, exceptionally, the Regional Group
- (D) Regional Groups shall meet quarterly for the discharge of their functions. The Regional Secretary shall prepare an agenda for each meeting and shall arrange to circulate it to all affiliated Members of that Regional Group and to the National Secretary at least five days prior to the meeting. The quorum for any such meeting shall be seven affiliated Members of that Regional Group. The respective Regional Secretary for each Regional Group shall produce and keep minutes of all meetings of the Regional Group and shall arrange to circulate copies of the same (via the National Office) to the National Secretary, Regional Officers of that Group and to each member of that Regional Group.

13. REGIONAL OFFICERS

- (A) Each Regional Group shall be administered by the following officials (referred to in this Constitution as (Regional Officer")):
- (i) Regional Chair;
 - (ii) Regional Deputy Chair;
 - (iii) Regional Secretary;

14. ELECTION OF REGIONAL OFFICERS

(A) Regional Officers shall hold office for a period of one year. They may be nominated and stand for re-election.

(B) Not less than two months before the date of expiry of the period of office of the Regional Officers, the Regional Secretary shall so notify all Members affiliated to that Regional Group and request nominations of candidates for the Regional Officer posts.

(C) Nominations of candidates for Regional Officer posts may be made by a Regional Officer of, or any Member affiliated to, that Regional Group. All nominations must be in writing. No-one may nominate him or herself. Nominees must be Individuals, Retired or Honorary Members of 'The Association' or a duly appointed representative of a Corporate Member. No Corporate Member may have its representative(s) holding more than one Regional Officer post in any Regional Group at any time. Nominations must be received by the Regional Secretary not later than a time and date specified by the Regional Secretary in the request for nominations. Any nomination not received by the Regional Secretary by that deadline, for whatever reason, shall be deemed invalid and the nominee shall not be eligible to stand for the relevant office.

(D) As soon as reasonably practicable after the passing of the deadline for nominations, the Regional Secretary shall compile a list of the nominees for each of the Regional Officer posts and issue them to the National Officers, Regional Officers and affiliated Members of that Regional Group.

(E) In the event that only one nominee is nominated for any particular Regional Officer post, that nominee shall be declared elected *nem.con.

(F) In the event that more than one nomination is made in respect of any particular office, the Regional Secretary shall arrange for a secret ballot of all affiliated Members of that Regional Group eligible to vote. Each nominee may provide a brief statement of their purpose in seeking election to the relevant office. Such statement should be forwarded to the Regional Secretary by a date to be set by the Regional Secretary, for circulation by the Regional Secretary to affiliated Members of that Regional Group eligible to vote.

(G) The ballot for any contested Regional Officer post shall be held at a meeting of the relevant Regional Group of which due notice as to location, time, date and purpose has been given to the affiliated Members of that Regional Group by the Regional Secretary.

(H) Each Individual Member, Corporate Member and Retired Member affiliated to that Regional Group shall have the right to cast one vote in elections for each Regional Officer post in respect of that Regional Group. Honorary Members shall not have a vote **SAVE THAT** Honorary Members who were Individual Members affiliated to that Regional Group immediately prior to the award of Honorary Membership shall continue to have one vote to cast in respect of each Regional Officer post election in that Regional Group.

(I) The Regional Secretary shall be responsible for arranging for the counting of the votes cast for each nominee. The number of votes cast for each nominee, and the number of spoilt ballot papers, shall be advised in writing to each nominee, National Officer and affiliated Member of that Regional Group. The nominee for each post who receives the largest number of votes shall be deemed elected.

(J) The Regional Secretary shall retain all nomination and ballot papers for a minimum period of six months from the date of the election and shall make them available for inspection by any National Officer or affiliated Member of that Regional Group upon the giving of reasonable notice.

(K) The persons elected for the various Regional Officer posts shall take up their respective offices with effect from the date specified by the Regional Secretary in the notice calling nominations.

(L) Any Member seeking a Regional Officer post accepts that all Regional Officers share an equal responsibility for the work of the Regional Group and for the duties and responsibilities which emanate from such work.

(M) Regional Officers must at all times represent the wishes of the affiliated Members of their respective Regional Groups. Where there is no consensus, or this is unclear, Regional Groups should obtain clarification by arranging for such issues to be discussed at Regional Group meetings and, where necessary, voted on.

15. ANNUAL GENERAL MEETING

(A) An Annual General Meeting of 'The Association' shall be held at least once in each calendar year, not more than fifteen months and not less than nine months after the date of the previous Annual General Meeting. The National Executive shall set the actual date and location of the meeting.

(B) Any Regional Group may put forward a Motion for consideration by the Annual General Meeting. Any such Motion shall first be put to a meeting of the Regional Group intending to propose it, and passed by a majority of those Members affiliated to that Regional Group attending and voting at that meeting. The Motion shall then be forwarded to the National Secretary for inclusion in the Agenda of the Annual General Meeting, to arrive not less than six weeks prior to the date of the Annual General Meeting.

(C) At least twenty-five days prior to the date specified for the Annual General Meeting, the National Secretary shall issue a notice to all Members calling the Annual General Meeting. Such notice shall specify:

- (i) the date, and time and place at which the Annual General Meeting is to be held;
- (ii) the Normal Business to be transacted, which shall comprise of the approval of the minutes of the previous Annual General Meeting and

of any Emergency General Meetings held since the previous Annual General Meeting, and consideration and approval of the 'The Association's' annual audited accounts, receiving reports from each of National Officers and ratification of the appointment of the external auditor;

- (iii) Any other Motions for consideration by the Annual General Meeting forwarded to the National Secretary by Regional Groups.

(D) Each individual Member, Corporate Member and Retired Member shall have the right to cast one vote in any vote or ballot taken at an Annual General Meeting. Honorary Members shall not have a vote **SAVE THAT** Honorary Members who were individual Members immediately prior to the award of Honorary Membership shall continue to have one vote to cast. Any Member unable to attend in person shall be entitled to appoint a proxy to speak and vote on that Member's behalf. The National Secretary must be notified of the appointment of a proxy, by the Member concerned, in writing not less than forty-eight hours before the commencement time of the Annual General Meeting.

(E) The quorum for a Annual General Meeting shall be the attendance at the commencement of the Meeting and at the taking of any vote, in person or by proxy, of at least one-fifth by number of those Members of 'The Association' entitled to attend and vote.

(F) Votes will be taken at the Meeting on a show of hands. At the discretion of the Chair, a ballot may be ordered. For Normal Business, decisions will be made by a simple majority of those voting. All other Motions, including Motions to change or amend this Constitution in anyway, shall require a vote in favour by at least three quarters of those Members attending the Meeting, in person or by proxy, who are entitled to vote.

(G) The National Secretary shall keep minutes of the Annual General Meeting and shall issue them to the National Officers and Regional Groups.

16. EMERGENCY GENERAL MEETINGS

(A) Any general meeting of 'The Association' which is not an Annual General Meeting shall be an Extraordinary General Meeting.

(B) An Extraordinary General Meeting may be convened at the request of the National Executive or on the written requisition of not less than one quarter of the Members entitled to vote at a General Meeting. In both cases, the request should be forwarded to the National Secretary. The reasons for calling the Meeting must be stated, as must the Motion or Motions which the Extraordinary General Meeting is to be asked to consider.

(C) Upon receipt of a request by the National Executive or a written requisition from Members, the National Secretary shall, within six weeks of such receipt, issue a

Notice calling the Extraordinary General Meeting, specifying the location, date and time of the meeting, the business to be conducted and the Motions to be considered.

(D) The provisions as to voting rights, proxies and the quorum for an Extraordinary General Meeting shall be the same as for the Annual General Meeting.

(E) No motion put to an Extraordinary General Meeting shall be passed unless at least three quarters of those attending the meeting and entitled to vote, cast their vote in favour of the Motion.

17. WINDING UP

(A) If, at any time, it appears to the National Executive that it would be advisable for any reason to wind up the affairs of 'The Association' the National Executive shall instruct the National Secretary to call an Extraordinary General Meeting for the purpose of approving a Motion to wind up 'The Association'. Such meeting shall be concluded in accordance with the requirements for an Extraordinary General Meeting, **SAVE THAT** only the Individual Members shall have the right to vote and that a simple majority of those voting shall be sufficient to pass the Motion.

(B) Following the passing by the Extraordinary General Meeting of the Resolution to wind up 'The Association' the National Executive shall take all necessary steps to recover all monies and assets owed to 'The Association' and to pay all sums due to its creditors. The National Treasurer shall issue a certificate to all members of the National Executive when this process has been completed or has been as nearly completed as is possible in the circumstances.

(C) Any assets owned by 'The Association' shall be offered to such other voluntary bodies and upon such terms as the National Executive, in its absolute discretion, shall see fit. Any monies remaining after the discharge of all 'The Association' obligations shall be donated to such other voluntary body or bodies as the National Executive, in its absolute discretion, shall see fit.

(D) The National Executive shall make such provision as it sees fit for the retention or disposal of the records of 'The Association' subject to legal and accounting requirements and best practice.

(E) Upon conclusion of the above steps, the National Executive shall meet to pass a resolution formally dissolving 'The Association'.

18. LIABILITIES OF OFFICERS

Subject to any legal restrictions to the contrary, all National Officers, Regional Officers and the National Treasurer shall be indemnified out of the assets of 'The Association' against any liability incurred by them, or any of them, in defending any proceedings, whether civil or criminal, where judgement is given in their favour or in which they are acquitted or in connection with an application in which relief is granted to them by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of 'The Association'.

*NEM.Con. is Unanimously.