



# CONSTITUTION AND BYELAWS

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# **THE NATIONAL ASSOCIATION OF CARE CATERING CONSTITUTION**

## **PREAMBLE**

1. The National Association of Care Catering [“NACC”] is an unincorporated association and voluntary member organisation with a defined structure managed by an elected National Executive. The NACC constitution has been ratified to ensure that the NACC maintains and improves upon its current status and stability for the benefit of all current and future members. The Constitution and its byelaws will be read into the memberships of all current and future members of the NACC.

## **OBJECTIVES**

2. The objectives of the NACC are to promote and improve nutritional care and care catering services within the United Kingdom. These objectives will be achieved through:
  - a. The provision of a forum for individuals and organisations to facilitate the exchange and sharing of information, experience and expertise;
  - b. The development and adoption of the highest professional standards and codes of practice;
  - c. Advancing the awareness of associated healthcare professionals, policy makers and the general public in the importance of good nutrition in a care environment;
  - d. The promotion of continuing education / continued professional development to individuals actively involved with the delivery of nutritional care and care catering;
  - e. The generation of financial support to enable the NACC to fulfil its Objectives;
  - f. The establishment and maintenance of communications to promote the exchange of information, with other appropriate organisations.

## **MEMBERSHIP**

3. There are five membership grades within the NACC:
  - a. Individual Membership, which is open to any individual;
  - b. Corporate Membership, which is open to any company or other organisation;

- c. Student Membership, which is open to any individual undertaking any course of study leading to a qualification relevant to the catering industry;
  - d. Retired Membership, which is open to any individual member who has retired from normal employment; and
  - e. Honorary Membership, which may be awarded to any individual by a majority resolution of the National Executive in recognition of services to the NACC.
4. All members of the NACC are deemed to have agreed to be bound by its terms.
5. Membership fees will be agreed at each Annual General Meeting.

## **MANAGEMENT**

6. The affairs of the NACC are conducted by a National Executive, which comprises:
  - a. The National Officers;
  - b. Up to two representatives from each Region;
  - c. The Event Organisers.
7. The National Officers will be elected and consist of:
  - a. The Chair;
  - b. Deputy Chair;
  - c. Secretary;
  - d. The co-opted Treasurer.
8. The National Officers will be elected biennially (i.e. once every two years) at an Annual General Meeting (“AGM”).
9. If the post of any National Officer should fall vacant after such an election, the National Executive has the power to fill the vacancy until the next Annual General Meeting.
10. A National Executive member must be a member of the NACC.

## **GENERAL MEETINGS**

### Annual General Meeting

11. The National Executive shall convene an Annual General Meeting ["AGM"] in each year; not more than 15 months shall elapse between one AGM and the next.
  
12. The purpose of each AGM is to:
  - a. Approve the minutes of the previous year's AGM;
  - b. Receive reports from the Chair;
  - c. Receive a report from the Treasurer and approve the Annual Accounts;
  - d. Receive a report from the Auditors;
  - e. Elect the National Officers;
  - f. Consider changes to the Constitution;
  - g. Appoint Auditors for the NACC's accounts;
  - h. Deal with other relevant business;

### Extraordinary General Meeting

13. An Extraordinary General Meeting may be called by an application in writing to the Secretary supported by at least a quarter of the total members of the NACC. The National Executive also has the power to call an Extraordinary General Meeting by decision of a simple majority of its members.

### Notice

14. At least 30 days' notice must be given to all voting members of any General Meeting. The notice must indicate the general nature of any business to be dealt with at the meeting, and in the case of a resolution to alter the constitution, must set out the terms of the proposed alternation.

### Voting

15. Decisions put to a vote will be resolved by simple majority at General Meetings.
  
16. Voting will be taken by a show of hands unless a simple majority of those present decide it should be taken by secret ballot.

17. Elections for the roles of National Officers shall always be by secret ballot.

18. The Chair of the NACC will hold a deliberative as well as a casting vote.

#### Quora

19. The quorum at General Meetings shall be one tenth of the total members, entitled to vote.

20. The quorum for National Executive Meetings shall be seven members, one of whom will be a National Officer.

#### Changes to the Constitution

21. Any change to the Constitution requires a majority of those present that are eligible to vote at a General Meeting.

22. Notice will be given to all voting members of any General Meeting as specified in paragraph 14 above.

23. Any proposal to change the Constitution must be submitted in writing by the Region to the National Secretary at least 45 days prior to the Annual General Meeting.

24. Any such proposal must have been agreed by a majority vote of the Region proposing it. A proposal by the National Executive must be agreed by at least one Region, prior to the Annual General Meeting.

#### **FINANCE AND ACCOUNTS**

25. The financial year is to run from January to December each year.

26. The Treasurer is responsible for the preparation of the annual accounts of the NACC.

27. An independent and appropriately qualified individual elected annually by the Annual General meeting will audit the accounts.

28. All cheques drawn against the NACC's funds must be signed by the Treasurer and an elected National Officer. All other payments, including online, must be authorised by an elected National or Regional Officer prior to payment.
29. All members of the NACC are jointly responsible for the financial liabilities of the NACC.

## **BYELAWS**

30. The National Executive has the power to publish and enforce such byelaws as it feels necessary to govern the activities of the NACC.
31. Byelaws are to adhere to the core objectives of the NACC.

## **EQUALITY AND DIVERSITY**

32. The NACC is committed to promoting Equality and Diversity. NACC members shall receive equal treatment regardless of age, disability, gender reassignment, marital or civil partner status, pregnancy or maternity, race, colour, nationality, ethnic or national origin, religion or belief, sex or sexual orientation.

## **EXPULSION OF MEMBERS**

33. The National Executive will operate a fair and judicious system for deciding upon the expulsion of an NACC member.
34. The National Executive may expel an NACC member and shall notify the member orally or in writing of such expulsion. The expulsion shall take effect immediately upon the date of such notice by the National Executive.
35. Within 7 days of being given such notice, a member may submit in writing, an appeal against the expulsion, to the National Executive. The National Executive shall within a reasonable time frame, determine any appeal. The appellant will be notified of the result within 14 days. Thereafter, there shall be no right of appeal.

## **DISSOLUTION**

36. In the event of the dissolution of the NACC, any assets thereof will not be distributed amongst the members of the NACC in any way whatsoever. Any monetary surplus will be donated to the last charity to receive a donation from the National Awards Dinner raffle.

## **LIABILITIES OF OFFICERS**

37. Subject to any legal restrictions to the contrary, all National and Regional Officers shall be indemnified by the NACC against any liabilities incurred in defending or bringing civil or criminal proceedings in respect of or on behalf of the NACC.

## THE NACC BYELAWS

### **[ 1 ] ELECTION OF NATIONAL OFFICERS**

- 1.1 National Officers shall hold office for two years.
- 1.2 At least two months before the expiry of office of the National Officers, the National Secretary must notify all Members of the Association, and request nominations for the candidacy of these posts (i.e. for an election at a September AGM meeting this must be carried out in July).
- 1.3 All nominations must be in writing and made through a National Officer or a Regional Officer before the deadline stipulated on the call for nominations. No member may nominate himself or herself.
- 1.4 Nominees must be an Individual, Student, Honorary or Retired member of the NACC within the meaning of the NACC Constitution. Nominees may also be a duly appointed representative of a Corporate Member within the meaning of the NACC Constitution.
- 1.5 Nominations must be received by the National Secretary not later than the time and date specified in the request for nominations.
- 1.6 As soon as reasonably practicable after the deadline for nominations, the National Secretary will compile a list of nominees for each of the National Officer posts. Thereafter, the National Secretary will issue this list to the National Officers. In the event that only one nominee is nominated for any particular officer post, that nominee will be declared elected automatically.
- 1.7 If more than one nomination is made in respect of any particular officer post, the National Secretary will arrange for a secret ballot of all members eligible to vote.
- 1.8 Each nominee may provide a brief statement of no more than 500 words setting out their purpose in seeking election to the relevant office. This is to be circulated by the National Secretary to members of the NACC eligible to vote.
- 1.9 The ballot for any contested National Officer post will be held prior to the AGM.



1.10 Each Individual Member, Corporate Member, Honorary Member and Retired Member has the right to cast one vote in elections for each National Officer post.

1.11 The National Secretary is responsible for arranging the counting of the votes cast for each nominee. In the case of the National Secretary's post being contested by ballot, the Deputy Chair is responsible for arranging the counting of votes cast for each nominee. The nominee for each post who receives the largest number of votes shall be deemed elected. A record of votes cast will be entered by the National Secretary in the AGM minutes.

1.12 The persons elected for the various National Officer posts shall take up their respective office with effect from the date specified by the National Secretary in the notice calling for nominations. This should be usually after the AGM & Training and Development Forum.

## **[2] ROLE OF THE NACC REGIONS**

### Defining the NACC Regions

2.1 The NACC Regions are established in respect of each of the following geographical areas:

2.1.1 North of England;

2.1.2 South West of England;

2.1.3 South East of England;

2.1.4 The Midlands

2.1.5 Scotland

2.1.6 Wales

2.2 A request to add or remove a regional group must be made to the National Executive for consideration under the NACC Constitution.

2.3 Regions will hold meetings, seminars or training days at least three times a year.

2.4 The meeting, seminar or training days will include a business meeting to report on the proceedings at National Executive.

2.5 The meetings will provide an opportunity for that Region's members to have a forum for discussion.

- 2.6 The Region will prepare and circulate an agenda for each meeting, seminar or training day to all affiliated Members of that Region and to the National Secretary at least six weeks prior to the date of the meeting. The quorum for any such meeting is seven affiliated Members of that Region. The respective Region will ensure minutes are made and kept of all meetings and will arrange to circulate copies of the same (via the Administration Office) to the National Secretary, Regional Officers of that Region and to each member of that Region.
- 2.7 It is to be the responsibility of the Regional Officers to organise and manage their regional meetings with the aim of ensuring financial solvency and no financial loss is made over the financial year to the NACC. Bookings and payment for the regional meetings will be made through the NACC Admin Office or using the online facility.
- 2.8 The Region will ensure that two of its affiliated members attend National Executive meetings. For the avoidance of doubt, these attendees are not required to be Regional Officers.

### **[3] ELECTION OF REGIONAL OFFICERS**

- 3.1 Regional Officers shall hold office for one year.
- 3.2 At least six weeks before the expiry of office of the Regional Officers, the Region must notify all Members of the Region, and request nominations for the candidacy of these posts (i.e. for an election at a December meeting this must be carried out in October).
- 3.3 All nominations must be in writing. A pro-forma for nominations is available via the NACC Admin Office. No one may nominate himself or herself.
- 3.4 Nominees must be an Individual, Student, Honorary or Retired member of the NACC within the meaning of the NACC Constitution. Nominees can also be a duly appointed representative of a Corporate Membership within the meaning of the NACC Constitution.
- 3.5 The Region must receive nominations not later than the time and date specified in the request for nominations.

- 3.6 As soon as reasonably practicable after the deadline for nominations, the Region will compile a list of nominees for each of the Regional Officer posts. Thereafter, the Region will issue this list to the National Officers and members of the Region. In the event that only one nominee is nominated for any particular officer post, that nominee will be declared elected automatically.
- 3.7 If more than one nomination is made in respect of any particular officer post, the Region will arrange for a secret ballot of all members of the Regional Group eligible to vote.
- 3.8 Each nominee may provide a brief statement of no more than 500 words, setting out their purpose in seeking election to the relevant office. This is to be circulated by the Regional Secretary to members of the Region eligible to vote.
- 3.9 The ballot for any contested Regional Officer post will be held at a meeting of the relevant Region of which due notice as to location, time, date and purpose has been given to the members of that Region.
- 3.10 Each Individual Member, Corporate Member, Honorary Member and Retired Member affiliated to that Region has the right to cast one vote in elections for each Regional Officer post.
- 3.11 The Region is responsible for arranging for the counting of the votes cast for each nominee. The nominee for each post who receives the largest number of votes shall be deemed elected. The Region will enter a record of votes on that meeting's minutes.

#### **[4] CO-OPTING REPRESENTATIVES & SUB GROUPS**

##### Preamble

4.1 This byelaw covers the responsibilities and guidance for sub groups & representatives of the NACC appointed by the National Executive. There will be roles to which the NACC will co-op and ad hoc groups to address various issues from time to time.

##### Event's Organisers

4.2 The National Executive will co-opt Events Organisers. These posts may be filled by a member of the National Executive, or by a non-member of the Executive. This will be reviewed every two years.

4.3 It is the role of Events Organisers to organise and manage annual events and an exhibition for the NACC with the aim of ensuring a profit, as described in the NACC Financial byelaws, to maximise the income without incurring undue risk.

4.4 It is the role of Events Organisers to organise and manage the Care Cook of the Year Competition for the NACC.

4.5 The Event's Organisers have voting rights as the roles have a permanent place on the National Executive.

#### Sub Group Chairperson

4.6 The National Executive may create a sub group and co-opt a member chair to lead such a group as required by the National Executive. The post may be filled by a member of the Executive other than a National Officer or by member of the NACC.

4.7 The Sub Group Chairperson may address meetings of the Executive, and will not have a vote unless they are also a delegate from a Region.

### **[5] FINANCIAL RESPONSIBILITIES**

#### Treasurer

5.1 The Treasurer's role is to maintain proper and up-to-date accounting records and procedures in respect of the NACC's financial affairs in compliance with all relevant legal and statutory requirements, Statements of Standard Accounting Practice and best practice.

5.2 The Treasurer shall produce annual budgets for consideration by the National Executive and 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 Executive and, in any event, at least quarterly.

5.3 The Treasurer shall make arrangements for banking and security of all funds and for ensuring that the NACC's cash balances are invested so as to maximise the income thereon without incurring undue risk.

5.4 An external auditor shall be appointed to conduct an annual audit of the NACC's accounts, accounting records and procedures, to report to Members and to recommend to the National Executive any matters, which the Auditor may deem appropriate.

5.5 The external auditor shall be ratified at the AGM. The National Officers will conduct a review for the appointment of the external auditor every three years.

#### The Event's Organiser(s)

5.6 The Event's Organiser(s) shall organise and manage an annual event and exhibition for the NACC with the aim of ensuring a profitable return is made to the NACC. A profitable return is deemed to be one that enables the NACC to maintain its function as an association as set out in its Constitution. The Event Organiser(s) must maintain proper accounting records in compliance with all relevant legal and statutory requirements and best practice.

5.7 The Event's Organiser(s) shall produce a Financial Report for consideration by the National Executive, supported by income and expenditure accounts, for the National Executive meeting following the event.

#### Regional Officers

5.8 Each Regional Officer shall organise and manage their regional meetings with the aim of ensuring financial solvency and no financial loss is made over the financial year to the NACC.

#### National Officers

5.9 National Officers shall arrange for the contracted Administration provider to the NACC to be reviewed. This will occur at least every three years or when the contract agreement is due to expire. The National Officer report shall be made to the National Executive for discussion and recommendation of re engagement / re tendering.

## **[6] THE NACC PATRON**

### **Preamble**

- 6.1 The NACC recognises the benefit and opportunities afforded the association to add prestige, credibility and influence through the appointment of a patron. The term of office will be set by the NACC and agreed with the appointee, hereafter “the Patron”.
- 6.2 The Patron will most likely have a background in social care and be recognised for their contribution and achievements in that field. The Patron is expected to lend his or her name in the support of the aims of the NACC.
- 6.3 The Patron may publicly speak or comment on behalf of the NACC. However, the scope and content of any comments made in the name of the association must be with the knowledge and agreement of the National Chair, or in his or her absence, a National Officer. All such comments should be consistent with the aims and objectives of the NACC
- 6.4 The Patron shall draw attention to the association and its work in relevant discussion forums and seek to promote the association’s inclusion in the development of policy and best practice.
- 6.5 Nominations for a Patron must be submitted for consideration by a member of the National Executive. The National Executive will only confirm such appointments after such consideration has taken place and subsequently discussed and agreed with the nominee. NACC Patron appointments will be formally announced at the AGM.

## **[7] AMBASSADOR**

### **Preamble**

- 7.1 The NACC recognises the benefit and opportunities afforded the association in the appointment of ambassadors to promote its reputation and assist in addressing key issues facing nutritional care. An ambassador assists the NACC by promoting wider awareness and the engagement of experts in associated fields. The term of office will be set by the NACC and agreed with any appointee.

- 7.2 An NACC ambassador [“an Ambassador”] will most likely already have a relevant background and be recognised in the field of social care. An Ambassador is expected to support the NACC’s aims and be committed to promoting best practice in the care sector.
- 7.3 An Ambassador will ensure that the NACC’s voice is heard and where possible recognised within national policy.
- 7.4 An Ambassador will share examples of the association’s innovation and excellence at every opportunity.
- 7.5 An Ambassador will, in so far as possible, ensure that those working in all areas of nutrition and hydration are made aware of the NACC’s commitment to and innovation in these areas.
- 7.6 An Ambassador may publicly speak or comment on behalf of the NACC. However, the scope and content of any comments made in the name of the NACC must be with the knowledge and agreement of the National Chair, or in their absence a National Officer. Any comments or representations made on behalf of the NACC should always fairly represent the aims and objectives of the association.
- 7.7 A member of the National Executive must submit nominations for Ambassadors for consideration. The National Executive will only confirm such appointments after such consideration has taken place and subsequently discussed and agreed with the nominee. NACC Ambassadors appointments will be formally announced at the AGM.

## **[8] MEDIA**

### Preamble

- 8.1 The NACC recognises the importance maintaining its reputation through prudent media management. This aim of this byelaw is to achieve consistency in approach and set out good practice.

### NACC Media Policy

- 8.2 All material provided to the media should be produced to a high professional standard. Material must be clear, accurate and timely and should fairly reflect the objectives and views of the NACC.
- 8.3 All material released to the media must contain supporting 'notes to editors' with general information about the NACC. All releases and media information will be on NACC headed paper to maintain the NACC brand.
- 8.4 Prior to its release, all material provided to the media must be approved by the National Chair, or in his or her absence, a National Officer.
- 8.5 Unless the NACC gives its express permission, no NACC member is authorised to speak on behalf of the NACC or to act as an official NACC spokesperson in any media medium, including but not limited to television, the internet and social media, radio, newspapers and magazines.
- 8.6 If a NACC member is authorised to liaise with or speak to the media on the NACC's behalf, any such communications or representations to the media should fairly reflect the objectives and views of the NACC, rather than any personal view. The National Officers may, at their absolute discretion, impose specific restrictions on members in this regard.
- 8.7 If a NACC member is approached by the media regarding a NACC matter, the member should direct the media immediately to the NACC Admin Office, informing the Admin Office of the approach. Thereafter, the Admin Office will deal with the enquiry and notify the National Officers of any media request for information, interview etc.

## **[9] SOCIAL MEDIA**

- 9.1 In this byelaw the term "Social media" is to be given a broad interpretation. Social media includes, but is not limited to, Facebook, Twitter, YouTube, WhatsApp, Instagram, LinkedIn, Flickr and all other social media sites, websites, forums, blogs and other internet postings, written or otherwise.
- 9.2 No NACC member should use social media so as to breach, whether deliberately or not, the NACC Constitution or byelaws.



- 9.3 Members, including National Officers, should make it clear their views are their own when speaking on their own social media accounts. Only the NACC ‘official’ accounts will be managed with a collective view.
- 9.4 The NACC social media accounts must only be used in a professional context to reflect the aims and objectives of the NACC. The NACC social media accounts should not reflect any member’s personal views or content.
- 9.5 NACC members are asked to ensure that social media is used responsibly, so as not to damage a member’s organisation, sector or the NACC’s reputation.
- 9.6 NACC members are asked to consider the potentially damaging effect that use of social media may have on the NACC as a whole, alternatively its individual members. Social media can often be read by anyone, including other members and National Officers. Members are asked to consider use of any social media extremely carefully before making representations, written or otherwise, in any way connected with the NACC or the care-catering sector. Members are asked to ensure that use of social media connected with the NACC or the care-catering sector is respectful and meaningful. The NACC does not tolerate hateful, obscene, insulting or defamatory speech by its members.
- 9.7 NACC members are not permitted to use social media to make disparaging, defamatory or otherwise reputation damaging statements about the NACC as a whole, other NACC members, organisations or stakeholders connected with the NACC.
- 9.8 NACC members are required to adhere to any specific guidance by the National Executive regarding use of social media.
- 9.9 When using social media, NACC members are advised to refrain from engaging in negative, defamatory or disrespectful remarks. Members are reminded that, given IP address tracing, purported anonymity on the Internet is illusory. Members are reminded that once posted, words, videos, sounds and images can remain on the Internet even after the original poster has removed them.
- 9.10 If a member sees any defamatory or negative reference to the NACC on social media, this should be raised with a National Officer.

## **[10] CONTINUED PROFESSIONAL DEVELOPMENT**

10.1 Each member of the NACC is responsible for his or her own Continued Professional Development [“CPD”]. The NACC recommends that its members maintain knowledge and competences by completing a voluntary NACC CPD Programme [“the Programme”].

10.2 Throughout the year, the Programme will provide opportunities for members to achieve a recognised number of points to maintain their professional knowledge and awareness of the care catering sector.

10.3 The Programme allows members to demonstrate that they are maintaining their professional competencies and awareness of good nutritional care in the care-catering sector.

10.4 The NACC strongly encourages voluntary participation in the Programme to ensure members’ commitment to professional development and to allow a means by which such commitment can be documented and recognised.