

# **The Social, Emotional and Behavioural Difficulties Association** (formerly AWCEBD Registered Charity No. 258730, July 1975)

Main office: c/o Goldwyn School, Godlinton Lane, Great Chart, Ashford, Kent. TN23 3BT

## **CONSTITUTION**

### **1. Title of Association**

The Association shall be called The Social, Emotional and Behavioural Difficulties Association—  
- Working Together for Children with Social, Emotional and Behavioural Difficulties

### **2. Aims and Objects of the Association**

#### **a) The aims and objects of the Association are as follows:-**

- (i) To promote the study of the treatment, education and rehabilitation of children and young persons showing evidence of either emotional, psychological or social disturbance and who personally, socially or educationally have difficulties of adjustment, and to educate the public therein and,
- (ii) To conduct study and research into the treatment, education and rehabilitation of such children and young persons and into related subjects and to publish the results of all such study and research.

#### **b) In furtherance of the above-mentioned aims and objects, but not further or otherwise, the Association shall have the following powers:-**

- (i) To study methods employed in schools and other institutions for such children and young persons in Britain and overseas.
- (ii) To give support to schools, homes and hostels and other institutions and individuals working for such children and young persons in studying and evolving individual methods and techniques for carrying out their special functions.
- (iii) To inform and educate the public, schools and other agencies with regard to the problems and treatment of such children and young persons.
- (iv) To organise conferences and meetings (in pursuance of its aims and objects) as a multi-disciplinary organisation.
- (v) To print and publish information, books, papers, pamphlets or periodicals relating to any of the aims and objects of the Association.
- (vi) To maintain a liaison and channel of communication between workers in the field and the Government and Voluntary Departments and agencies concerned.
- (vii) To at all times and in all respects generally use its best endeavours to promote the welfare of such children and young persons.
- (viii) To sell, let, mortgage dispose of or turn to account all or any of the property or assets of the Association as may be expedient in furtherance of its aims and objects.
- (ix) To borrow or raise money for the purposes of the Association on such terms and on such security as may be determined from time to time.
- (x) To invest the monies of the Association required for its purposes in or upon such investments, securities or properties as may be thought fit, subject nevertheless to such conditions (if any) as such consents (if any) as may from time to time be imposed or required by law and subject also as hereinafter provided.
- (xi) To establish and support or aid in the establishment and support of any charitable associations or institutions and to describe or guarantee money for charitable purposes in any way connected with the purpose of the Association and calculated to further its aims and objects.
- (xii) To further and encourage study and research into the problems and treatment of emotionally and psychologically and socially disturbed children and young persons by paying or giving scholarships prizes or grants or any awards to such students.

(xiii) In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(xiv) The Association's aims and objects shall not extend to the regulation of relations between workers and employers, or organisations of workers and organisations of employers.

(xv) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England or Wales or the Secretary of State for Education and Science the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the committee of management or governing body of the Association shall be chargeable for any such property and for their own acts, receipts, neglects and defaults for the due administration of such property.

(xvi) The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the aims and objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association. Provided that nothing herein shall prevent payment in good faith of remuneration to any officers or servants of the Association not being a member of the Council, or to any members of the Association or other person in return for services actually rendered to the Association.

(xvii) If, upon winding up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other charitable association or associations having objects similar to the objects of the Association to be determined by the members of the Association at or before the time of dissolution.

(xviii) True accounts shall be kept of the sums of money received and expended by the Association and the matter and respect of which such receipts and expenditure takes place and of any property, credits and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined and correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

(xix) The Council may in each year make such payment out of monies of the Association as contribution towards expenses of branches provided that such branches or groups are established for charitable purposes.

xx) The Treasurer of the Association shall pay travelling expenses and such subsistence fee as the Council may from time to time determine of any members of the Association when attending Council meetings, committees or deputations on behalf of the Association unless the Council decides otherwise.

### **3. Membership**

a) Individual membership be open to those working with or concerned in the study, treatment, care of children and young persons showing difficulties of social and psychological adjustment. Members may either be proposed and seconded by existing members or via the web-site and accepted by the Council. In either instance membership shall only be refused by the Council or Executive if considered to be detrimental to the functions of the Association.

b) Corporate membership shall be open to established hostels, schools, clinics and other interested bodies or associations working for or concerned in the study, treatment, education or care of children and young persons showing difficulties of adjustment and may be elected by the Council as corporate members if proposed and seconded by members of the Association who are personally acquainted with the work of the institution. Membership shall only be refused by the Council or Executive if considered to be detrimental to the reputation and functions of the Association.

c) Honorary Life Membership. The Annual General Meeting of the Association may, in appropriate circumstances, elect honorary life members of the Association.

d) A member of the Association on retirement from professional work may, on application to the Council of the Association, become a life member of the Association by paying a sum to be determined by the Council.

e) The Council of the Association may require the resignation of any individuals or corporate members of the Association whose conduct is in the opinion of the Council prejudicial or detrimental to the good name of the Association or the attainment of the Association's aims and objects.

#### **4. Regional Organisation**

a) The Association can be organised in regional and other branches; the number and the area of each shall be determined by the Council. Each Branch shall elect its own officers and committee to organise activities in its own region in accordance with this Constitution and decisions and policies determined by the General Meeting of the Association

b) Branches shall be constituted by resolution of the Council. The General Meeting of the Association shall have power to dissolve wind up or reconstitute any Branch so constituted.

c) At the Branch Annual General Meeting, not later than twenty eight days before the Annual General Meeting of the Association, the Branch Secretary shall present a report on the activities of the Branch during the preceding year and the Branch Treasurer shall present an audited statement of accounts. Copies of these accounts shall be forwarded to the General Secretary within seven days or the meeting at which they were presented.

d) Each Branch shall bear the expense of its own administration but shall be entitled to receive such per capita grants and other grants for specific purposes as may be granted by the Council from its funds.

e) Resolutions and nominations from Branches for consideration by the Council shall be submitted in writing by, or on behalf of, the Branch Secretary to the General Secretary not less than twenty eight days before the date of the Council Meeting at which they are intended to be considered.

#### **5. Divisions**

a) There may be Divisions of the Association, subject to the authority of the General Meeting, established by resolution of the Council. Such Divisions shall generally have autonomy to formulate policy, manage their own resources and make representations to any or all of the UK national government departments and other agencies in matters relating to their affairs as they concern the Divisions. Any Division shall also have powers to levy subscriptions and be empowered to make such independent membership arrangements in such manner as it alone shall determine, within the general aims and objects of the Association.

b) The powers and day-to-day governance, operation and management of Divisions shall generally be determined by the initial resolution and/or a written agreement regulating their relationship, between the Council and the respective Division. When appropriate or necessary the initial resolution and/or written agreement (to establish a Division of the Association) can make provision for altering or amending, or revoking and terminating the resolution and/or agreement to establish the Division.

c) All resources determined as primarily relating to the activities of a Division may, by written agreement between the Association and a Division, be defined and treated as permanently restricted to the aims and objects and purposes of that Division, within the requirements of prevailing legislation governing charitable expenditure.

d) Each Division shall be required to make an annual report and submit annual accounts to the Annual General Meeting of the Association. Arrangements shall be agreed between the General Secretary and the officers of the Division for prior submission of reports and accounts in good time before the circulation of the agenda and papers for the Annual General Meeting of the Association. Divisions shall comply with any statutory or regulatory requirement as directed by the Association, or its Council. Any Division shall also be subject to the ultimate authority and any decisions consequent on ordinary resolutions approved, at any general meeting of the Association or its Council.

e) The Council, or by delegation the Executive Committee, shall have discretionary powers to intervene exceptionally, in the operation, management and direction of any Division, superseding any prior written agreement, if it is determined that any failure to do so would be seriously detrimental to the aims and objects or viability of the Association. Any such action shall be

subsequently confirmed at a General Meeting of the Association, called for that specific purpose at the earliest practicable opportunity, in accordance with the prevailing rules for such meetings.

## **6. Subscriptions**

- a) Any member who shall be in arrears with their subscription for more than six months shall be liable to have their name removed from the active register of the Association and placed on a dormant register. If their subscription remains unpaid for two years their name shall be removed from the dormant register but they shall be liable to pay the amount of their subscription which was in arrears when they ceased to be a member.
- b) Any member wishing to resign their membership of the Association may do so by forwarding their resignation in writing to the General Secretary of the Association and until then shall be liable for payment of their subscription.
- c) The amount of the subscription shall be determined from time to time by the Annual General Meeting acting upon the advice of the Council. This shall be allocated to national or regional purposes in such proportions as the Council shall from time to time determine.

## **7. President and Vice Presidents**

- a) There shall be elected at an Annual General Meeting for a period of three years one President and as many Vice Presidents as from time to time the Council deem expedient. Presidents and Vice Presidents shall be eligible for re-election.
- b) Upon election Presidents and Vice Presidents shall become honorary life members of the Association.

## **8. Officers**

- a) The Principal Officers of the Association shall consist of Chairperson, Vice-Chairperson, General Secretary, Treasurer.
- b) The Council, Scottish Division and Branches of the Association may nominate one candidate for each of the principal officers, such nominations to reach the General Secretary 28 days before the Annual General Meeting.
- c) Elections shall be at the Annual General Meeting by majority vote. Provision shall be made for members to exercise their right to vote by post.
- d) Principal Officers shall be elected for three years. Retiring officers shall be eligible for re-election but shall not serve for more than two consecutive terms of office except that for specific reasons the Council of the Association may determine that subject to election the General Secretary and/or Treasurer may serve for an additional consecutive term.
- e) In order to provide for continuity the Council of the Association may determine to arrange for the election of officers elect one year before the anticipated retirement of a principal officer.
- f) The Council of the Association may appoint such other officers as from time to time and for whatever period it might deem expedient. Such appointments shall be reported to the following Annual General Meeting for its approval.

## **9. Council**

- a) The Council of the Association together with and subject to the authority of the General Meeting shall be the policy making body of the Association and shall meet not less than three times a year and at such other times as it shall determine.
- b) The Council of the Association shall consist of the President and Vice Presidents, along with the Officers of the Association and one representative of each Region who shall be elected for three years by the Region and eligible for re-election. When necessary there can be up to ten individual members of the Council elected for three years at the Annual General Meeting of the Association and they can be eligible for re-election but shall not serve for more than two consecutive terms of office.
- c) A record of attendance of Council Members should be published prior to the Annual General Meeting in order that this can be taken into consideration when appointing Council Members.
- d) The Council shall have power to co-opt such members as it wishes provided always that such co-opted members shall not exceed one sixth of the total number of elected Council members at any time

e) No public statement or resolution shall be issued by the Association or any Region of the Association without authority of the Council or the General Meeting of the Association except that the Chairperson or General Secretary together with one other officer of the Association may at their discretion act in matters of sufficient urgency. In which event the Officers shall report back to the Council at its next meeting.

#### **10. Executive Committee**

a) The Executive Committee shall be the business committee of the Associations and shall meet at least four times a year and at such other times as it shall determine.

b) The Executive Committee shall consist of such officers of the Association together with such additional members as shall be determined by the Council. The Executive Committee shall as far as possible be representative of the Regions and of the professions within the Association.

c) The Executive Committee shall be empowered to act in an executive capacity in accordance with the policy agreed by the Annual General Meeting and Council and:-

(i) be empowered to act in an executive capacity in accordance with the policy agreed by the Council of the Association and Annual General Meeting of the Association, and

(ii) Draft proposals for discussion and decisions by the Council of the Association.

#### **11. Editorial Board**

a) When the Association publishes a journal it shall be controlled by an Editorial Board.

b) The terms of reference of the Editorial Board shall be determined by the General Meeting and Council of the Association.

c) The Editorial Board shall consist of such officers and members of the Association as shall be determined by the Council.

d) The Editorial Board shall be responsible to the Association for all matters connected with the Journal and shall report regularly to the Council of the Association.

#### **12. Conference Committee**

a) The Association's Annual Conference shall be administered by a Conference Committee. The terms of reference and powers of the Conference Committee shall be determined by the Council of the Association.

b) The title, broad outline and theme of the Annual Conference shall be initiated in good time by a meeting of the Council.

c) The Conference Committee shall consist of such officers and members of the Association and shall be determined by the Council.

d) Thereafter the Conference Committee shall be responsible to the Association for all matters connected with the Annual Conference and shall report regularly to the Council of the Association.

#### **13. Other Committees**

a) The Council shall be empowered to appoint such other committees and working parties as may be deemed necessary and shall determine their terms of reference, powers, duration and composition including the power to co-opt.

b) The Chairperson, General Secretary and Treasurer of the Association shall be ex-officio members of all main committees, including the Executive Committees of the Divisions established under Article 5 of this Constitution.

c) Any reciprocal membership of the Executive by representatives of the Divisions shall be determined by written agreement between the Executive Committee and the respective Division.

#### **14. General Meeting of the Association**

a) The Annual General Meeting of the Association shall be convened with at least twenty-one days notice to all members together with the agenda, nominations and ballot papers for elections, financial statements and substantive resolutions tabled which must be available on request to members prior to such meetings. At such meetings the following business shall be transacted:-

(i) adoption of annual report and accounts

(ii) such elections as are necessary

- (iii) any other urgent business exceptionally shall be referred to the Council of the Association
- b) At all General Meetings provision shall be made for members to vote by post or email.
- c) At any General Meeting 20 persons present personally, or having nominated a proxy, shall constitute a quorum
- d) Should less than twenty members attend the Annual General Meeting it will be deemed that the Annual General Meeting be void and another will be summoned within a period of six weeks
- e) An Extraordinary General Meeting may be called either by the Chairperson or the General Secretary or at the written and the signed request of ten members of the Association fourteen days notice must be given to all members as well as a copy of the agenda
- f) The Chairperson of the Association shall preside at every general meeting but if he is absent or unwilling to preside members present shall choose some officer or member of the council
- g) The Chairperson may, with the consent of any meeting at which a quorum is present and shall if so directed by that meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which adjournment took place
- h) At any General Meeting a previously tabled resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of the hands, demanded by the Chairperson or by at least three members present in person
- i) In the case of an equality of votes, whether on a show of the hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting the vote.

#### **15. Finance**

- a) The financial year of the Association shall end on the thirty-first December each year and a properly audited balance sheet shall be prepared for presentation at the Annual General Meeting
- b) The Council shall have power to authorise payment from the Association's funds for any expenses incurred while conducting Association business.
- c) All monies received by or on behalf of the Association shall be regularly paid into the banking account to be kept in the name of the Association and no money shall be paid by or on behalf of the Association except by cheque of the treasurer on the said banking account or such person or persons appointed by the Council for that purpose.
- d) Two auditors shall be appointed by the members at the Annual General Meeting.
- e) Divisions shall agree individual arrangements by written agreement, with the Council or Executive Committee of the Association for the relevant delegation of powers, management and disbursement of their resources except as provided elsewhere in this Constitution. Such agreements may also specify the regular exchange of current financial information between the Association and a Division and such information when requested, shall not unreasonably be withheld by either party. Such information shall not be disclosed to a third party, except where statutorily required, without the express and written permission of the other party.

#### **16. Trustees**

Five or seven trustees, who do not hold a management office of the Association, shall be appointed by the Annual General Meeting of the Association to ensure that the Association conducts its business in a manner that is compatible with the Aims and Objects of the Association and not contrary to Charity Law.

#### **17. Power to Affiliate with Other Bodies.**

In furtherance of the aims and objects of the Association the Council shall be empowered to affiliate with other bodies.

#### **18. Minutes**

- a) The Council shall ensure that proper minutes be made and kept of all the proceedings of all General Meetings of the Association; of all meetings of the Council, the Executive and every other committee of the Association.

- b) These minutes will be such as to ensure that the Chairperson of the next succeeding meeting shall have sufficient evidence of the facts therein stated in order to proceed.
- c) Where appropriate, these minutes will include all appointments of Officers of the Association and posts of responsibility.

### **19. Rules and Constitution**

No alteration or addition to any of these rules shall be made except by a two-thirds majority at the Annual General Meeting (with twenty eight days' notice to be in writing to the General Secretary prior to the date of the meeting), or at a Special General Meeting called for that purpose, and only such proposed alteration or additions shall be discussed as shall appear on the agenda provided that no alteration shall be made which will cause the Association to cease to be a charity at law.

## **ADDENDA.**

### **CHANGES OF TITLE OF THE ASSOCIATION**

1. At the Annual General Meeting of the Association held at St Luke's College, Exeter, on the 14<sup>th</sup> April 1992 the Secretary reported that the Council and Executive had, as the result of a full ballot of members, resolved to change the title of the Association with effect from the 1<sup>st</sup> January 1992. From that point the Association had been operating under the title "Association of Workers for Children with Emotional and Behavioural Difficulties" and had been registered as such with the Charity Commission. This notification forms part of the constitution of the Association.
2. At an Extraordinary General Meeting of the Association held at St Thomas' Hospital, London, on the 25<sup>th</sup> January 2003, the Secretary reported that the Council and Executive, as the result of a full ballot of members, resolved to change the title of the Association with immediate effect. From that date the Association started to operate under the title "The Social, Emotional and Behavioural Difficulties Association – Working together for children with social, emotional and behavioural difficulties" and have registered this title with the Charity Commission. This notification forms part of the constitution of the Association.