

## Constitution

(agreed 6th June 1993 - amended 29th February 1998)

### A. NAME

1. The Organization shall be called the TRADE UNION DISABILITY ALLIANCE or TUDA.

### B. OBJECTS

1. The objects for which TUDA is established are as follows:

- To coordinate the voice of disabled people in the trade union movement.
- To relieve the disability of people with physical, mental, or sensory impairments and further their independence and full participation in the workplace and wider community.

### C. POWERS

In furtherance of these objects, but not other or otherwise, TUDA shall enjoy the following powers:

1. To organize and support activities which educate and bring together members of trade unions and members of disability organizations to further the said objects.
2. To provide a forum for the free exchange of information, ideas and views, and to collect and disseminate information with other bodies having a similar object.
3. To hold, sponsor, arrange, organize or otherwise make facilities available (with or without charge) conferences, meetings, training sessions, lectures and talks in furtherance of TUDA's object and to advertise and purchase advertising space to promote the object of TUDA.
4. To carry out programmes designed to promote the active participation of disabled people through the promoting equality of opportunity and their full integration into the community.
5. To promote action and education on employment issues with the aim of achieving opportunities for integrated and equal employment of disabled people.
6. To promote the lawful use of all powers conferred on bodies (whether statutory or otherwise) for the greater good of disabled people and their active participation in the community.
7. To employ and retain on a full or part-time basis, and on such terms as to pay and other conditions of employment as TUDA shall agree all such staff (not being member of the Executive Council) as may be required for the purposes of TUDA.
8. To recruit volunteers to assist in the work of TUDA and to establish and maintain good cooperation with such other organizations as are concerned with the work of TUDA.
9. To assist in resolving the social issues concerning disabled people by research, studies, projects, training, education, liaison, representation, and to provide such other facilities to assist the advancement in life of all disabled people.
10. To print, publish, distribute, or procure to be distributed (with or without charge) any newsletter, pamphlets, newspaper, periodical, magazine, book, circular, leaflet, or any other written or spoken work to be broadcast or communicated through any other media.
11. To permit any part or parts of the property belonging to TUDA to be used (with or without charge) to further the object of TUDA.
12. To raise funds, invite and receive contributions from any person(s) whatsoever by way or subscriptions and otherwise provided that TUDA shall not undertake permanent trading activities in raising funds for its primary objects.

13. To purchase, lease, or otherwise acquire real and personal property and any rights and privileges which shall be necessary for the promotion of the objects of TUDA and to maintain construct, alter, convert or demolish any such buildings a may be necessary for the work of TUDA.
14. To accept gifts which may, or are intended, to further the work of TUDA.
15. To establish, subsidize, promote, co-operate or federate with, affiliate to, or become affiliated to, act as trustees or agents for or manage, lend to or otherwise deal with associations, societies, and bodies established for charitable purposes only.
16. Subject to such consents a may be required by law: to sell, let mortgage, dispose of, turn to account, and otherwise deal with such property and assets of TUDA within its objects.
17. To undertake and execute such charitable trusts and commissions as may be lawfully undertaken by TUDA within its objects.
18. To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of trading, warrants and all other negotiable, transferable or mercantile instruments for the purpose of or in connection with the objects of TUDA.
19. To receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person/company as may be necessary for the work of TUDA.
20. To make donations to assist financially or otherwise, and to cooperate with any other charity having objects similar to those of TUDA.
21. Subject to such contracts as required by law, to borrow or raise money in such amounts as TUDA shall think fit, and when thought desirable, to execute and issue security of such land, subject to such conditions, for such amount, and payable in such place or manner and to such person as may be thought necessary to promote TUDA's objects, including the power aforesaid (and without prejudice to its terms) the power to issue as primary or other security, debentures stock (perpetual or otherwise), mortgage, charges or securities over the whole or any part of it assets (if any), and such consents (if any) as may for the time being imposed or required by law and subject also hereinafter provided.
22. To invest and deal with moneys of TUDA not immediately required in such manner as TUDA may from time to time determine consent (if any) a may for the time being or required by law and subject also hereinafter provided.
23. To establish, promote, or assist companies and trusts with charitable objects similar to those of TUDA or to carry on any authorized activity of TUDA or for any other charitable purpose.
24. To purchase, acquire, or undertake all or any of the property, liabilities or engagements of charitable associations, society, or bodies with which TUDA may cooperate, affiliate, or federate.
25. To pay out of TUDA funds, the costs of forming and registering TUDA.
26. To do all such other lawful things and shall further any, or all of TUDA's objects.

#### D. RESTRICTIONS ON POWERS

##### PROVIDED THAT:

1. In case TUDA shall take or hold any property which shall be subject to any trust TUDA shall only deal or invest the same having regard to the provisions of such trusts in a manner as is prescribed by law.
2. TUDA's objects shall not extend to regulation of workers and employers or organizations of workers and employers.
3. In case TUDA shall hold any property subject to the jurisdiction of the charity

commissioners for England and Wales, TUDA shall not sell, mortgage, charge or lease the same without authority, approval or consent as may be required by law, and as regards to any such property, the executive council and members of TUDA shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property.

4. The income and property of TUDA wherever derived, shall be applied solely towards the proportion of the objects of TUDA and set forth in this memorandum of constitution of TUDA, and no portion thereof shall be paid or transferred directly or indirectly, by way or profit to the members of TUDA provided that nothing herein shall prevent payment in good faith, of reasonable and proper remuneration to any officer or TUDA staff in return for any services actually rendered to TUDA, nor prevent the payment of interest at a rate prescribed exceeding 2% per annum, less than base rate prescribed for the time being by TUDA bankers on money lent, or reasonable and proper rent for premises demised or let by a member of TUDA.

But no member of the Executive Council shall be appointed to any salaried office of TUDA, or any office of TUDA paid by fees, and that no remuneration or other benefit paid in money, or money's worth shall be given by TUDA to any member of the executive council except payment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to TUDA, or of fees, remuneration or other benefits in money or money's worth to any company of which a member of the executive committee may also be a member holding not more than 1/100th part of the capital of that company.

#### E. MEMBERSHIP OF CONSTITUENT BODIES:

1. Membership of TUDA shall derive from individual groups, organizations, association, societies, or bodies, who belong to national or local trade unions and having like, or similar charitable objects to TUDA.

TUDA may (upon conditions as to payment or registration fees or otherwise as it may from time to time determine) register the same into membership. Such registration by TUDA shall confer upon the applicant the status of being a member, organization, or a member at large (hereinafter known as a member).

2. A member organization shall elect from amongst its membership, two persons with the direct experience of disability, to represent the interests of that organization on matters of TUDA business.

3. Members shall have the right and privileges to attend meetings, activities, or business of TUDA with the condition that direct experience of disability shall confer where applicable full voting rights where indirect or no experience of disability shall confer consultative voting rights.

4. The rights and privileges bestowed by membership shall not be transferable.

5. No body or individual shall be admitted into membership of TUDA unless they are prepared to uphold and assist to the best of their ability in the advancement of TUDA's objects.

6. Membership shall cease on the occasion of one or more of the following events:

- Upon written notice being served on the secretary of TUDA stating that a member organization or a member has the intention to resign.
- Upon the failure of a member failing to pay such membership subscription fee as TUDA may from time to time prescribe within three (3) months of the same falling due.
- Upon a member under sub-clause E(1) hereof failing to meet or continue to meet the terms and conditions imposed under the said sub-clauses.

- Upon the executive council resolving by two thirds majority, that in the opinion of the executive council, a member has not accepted or has ceased to accept the principles upon which TUDA operates, and by so doing that member's membership shall be relinquished, provided that all members so expelled under the proceeding sub-clauses D(4) and E(1) hereof, shall have the right to appeal to a special panel. Such a panel shall consist of no less than three and no more than five representatives of member organizations belonging to TUDA and no less than two and no more than four representative of members at large. The person sitting on the panel must not also represent a member organization or be a current member of the executive council.

7. The executive council shall cause the following registers to be kept at the TUDA office:

- A register of Member Organizations
- A register of Members at large
- A register of Executive Council members
- A register of Officers

#### F. EXECUTIVE COUNCIL:

1. The business of TUDA shall be managed by the executive council who may pay all expenses incurred in forming and registering TUDA and may exercise all such of TUDA's powers except those required to be exercised by TUDA in general meetings. Subject nevertheless to any regulations not being inconsistent with the aforesaid regulations or provisions as may be prescribed by TUDA in general meetings, but no regulation made by TUDA in general meetings shall invalidate any prior act of the executive council which would have been valid, save for the regulation being made.

2. National member organizations which have twenty or more individual members of TUDA shall have the right to elect four representatives onto the executive committee. This election is to be organized at the sole discretion of the national organizations; save that all must have direct experience of disability and at least two of these representative must be women. These executive committee members will hold office for one year from the time of their election. All other executive committee members shall be elected at the AGM and hold office between AGM's. All full members of TUDA (i.e. those with direct experience of disability) shall be eligible to stand.

The AGM shall strive to ensure that the executive committee comprises a representative balance of affiliated organizations, gender, racial origin, and sexuality.

The number of places on the executive committee to be selected at the AGM will be determined by the outgoing executive committee and notified to members prior to, or at AGM itself.

The executive committee shall have the power to co-opt up to six further members, should it be necessary.

3. Only named representatives of member organizations and members at large shall be eligible to vote having one vote each. All matters requiring votes shall be determined by a simple majority, subject to at least two third majority required to amend the constitution or dissolve TUDA.

4. Where a representative of a member organization is not present at a meeting of the executive council a representative may cast a proxy vote. In the event of neither representation being present the member organization giving prior notice to the general secretary shall be able to send a deputy representative.

5. In the event of the representative of the member being unable to attend, a meeting of the executive council giving prior notice to the general secretary shall a named deputy be unable to attend.

6. A quorum of the executive council shall be seven voting members, at least two of whom must be officers.
7. The executive council shall meet at least four times each year including each Annual General Meeting.
8. The executive council may delegate any of their powers to committees of such member or members of their body as they think fit to deal with specific issues. Any committee so formed shall in exercise of the powers so delegated, conform to any regulation that might be imposed upon it by the executive council including all matters concerning its composition and function.
9. Executive committee members who have missed three consecutive EC meetings will be asked for an explanation by the general secretary, and may be required to resign by the executive committee in the light of their response.

#### G. TUDA OFFICERS:

1. The officers of TUDA shall be elected at the first meeting of TUDA's executive committee following the Annual General Meeting. The officers for election shall be two co-chairpersons, up to three deputy chairpersons (at least half of whom should be women), a general secretary, a treasurer and such other functional officers as the executive committee at its absolute discretion shall see fit. The term of office shall be for a year but the outgoing office holder may seek re-election.

#### H. ANNUAL GENERAL MEETING:

1. In anyone financial year the executive council must hold an annual general meeting. At such a meeting, which will be presided over by the chairperson of TUDA, or in their absence one of the deputy chairpersons, the audited accounts shall be offered for the meetings approval.

#### I. SPECIAL GENERAL MEETING:

1. A Special General Meeting will be called if requested by 50, or two thirds (whichever is the lesser) of the members eligible to vote. It will consider only those items of business for which it was called. At least 14 days notice of such a meeting shall be given to the membership by the secretary and shall include details of the business of the meeting.

#### J. THE TREASURER:

1. The treasurer shall be authorized to sign cheques on behalf of TUDA, together with other such members of the executive council (if any) as TUDA may deem appropriate. The treasurer shall be responsible for keeping good and proper books of account which shall be open to inspection by any officer, executive council member or any member organization or member at large under such terms and conditions as the executive council may from time to time decide.

#### K. THE AUDIT:

1. In any one year there shall be an audit of the TUDA accounts conducted by an independent auditor as qualified to act under the company's act 1985, in respect of companies registered there under.

#### L. AMENDMENTS TO THE CONSTITUTION:

1. Alterations to this constitution shall receive the assent of two-thirds of the members present and voting at an Annual general Meeting or a Special General Meeting. A resolution for the alteration of the constitution must be received by the secretary of TUDA at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days notice of such a meeting must be given by the secretary.

#### M. DISSOLUTION:

1. The required procedure to affect a voluntary dissolution of TUDA shall be that a described in the last proceeding clause L (1), subject to there being a proposed dissolution rather than an alteration or amendment to the TUDA constitution.

2. If upon winding up or dissolution of TUDA there remains after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed among members of TUDA, but shall be given or transferred to some other charitable organization, having objects similar to that of TUDA, and which shall prohibit the distribution of its or their income among its or their members to an extent at least as great as it imposed on TUDA under or by virtue of clause C hereof, such institution or institutions to be determined by the members of TUDA at or before the time of dissolution, and if in so far as effect cannot be given to such provision, then to any institution having charitable objects not similar to TUDA.