



## APCSW CONSTITUTION

Approved and adopted 11 September 2014, updated February 2020

### 1. Name

The name of the Association is “The Association of Palliative Care Social Workers” (APCSW)

### 2. Definitions

The following definitions are adopted in this Constitution:

**Associate Member** – shall mean a person described in 5.10 below.

**Chairperson** – the office holder who is a member of the Executive Committee and who shall be identified as Chairperson of APCSW (see in particular 6.3, 6.18, 6.19 and 6.20 below)

**Executive Committee** – the committee responsible for policy setting and day to day management of APCSW more particularly described in 6 below

**Financial Statements** – annual accounts of APCSW (in a form determined by the Executive Committee as described in 6.15 below) together with a report of the activities of APCSW and the Executive Committee for the year to which the accounts relate

**Friend** - shall mean a person described in 5.9 below

**General Meeting** - any meeting of Members, which shall include the Annual General Meeting (AGM); provisions relating to General Meetings are in 8 below

**Member (s)** – a member (or members) of APCSW as described in 5.1 below

**Group Representative** – a person elected in accordance with 7.4 below to serve on the Executive Committee

**Standing Committee** – a committee established to take necessary decisions and actions between meetings of the Executive Committee and described in 6.10 below

**Treasurer** – one of two office holders required by this Constitution (the other being the Chairperson), who shall be a member of the Executive Committee

### **3. Objects**

The objects of APCSW are:

- 3.1 To act as a focal point for professional social work practice in palliative care
- 3.2 to facilitate communication between Membership
- 3.3 To provide peer support to Members
- 3.4 To use the knowledge, skills and experience of members to influence relevant local and national issues
- 3.5 to encourage and promote the professional development and education of Members
- 3.6 To arrange an annual conference for Members (unless in the opinion of the Executive Committee acting reasonably this is not practicable or financially viable or is not otherwise appropriate)
- 3.7 To promote equality, dignity and diversity and to support its Members in advocating these within their workplace and within APCSW
- 3.8 To represent and reflect the views of the Members
- 3.9 To do any other lawful things, and provide such services, as are consistent with the objects set out in 3.1 to 3.8 above.

### **4. Powers**

4.1 To further these objects APCSW may:

- 4.1.1 Levy subscriptions from Members at rates and for periods to be determined from time to time (on the recommendation of the Executive Committee) at the AGM of APCSW
- 4.1.2 Fundraise, which shall include (but is not limited to) accepting gifts, donations, grants and/or sponsorship, borrowing or raising money on such terms (including the giving of security) as shall be appropriate having regard to prevailing principles and standards of prudent fiscal management
- 4.1.3 Hold educational events including but not limited to, conferences, seminars, training activities
- 4.1.4 Co-operate with other organisations including charities, voluntary bodies, other professional associations and networks, and statutory authorities which themselves operate in furtherance of similar objects and to exchange information and advice with them
- 4.1.5 Hold joint meetings and generally engage in collaborations with other organisations (including but not limited to those described in 4.1.4) to further the objects of APCSW
- 4.1.6 Establish or support trusts, foundations, associations or institutions which are essentially either charitable, or philanthropic or otherwise not for profit, to further APCSW's objects

- 4.1.7 Open and operate a bank or building society account (or accounts including interest bearing deposit accounts) in the name of APCSW
- 4.1.8 Take out insurance policies as appropriate and available for the protection of Members (or co-optees properly appointed under this Constitution who are not Members) acting lawfully and in good faith, in any capacity within APCSW
- 4.1.9 Do any other lawful things necessary for the attainment of the objects.
- 4.2 All monies raised by or on behalf of APCSW shall be applied to further the objects of APCSW and for no other purpose
- 4.3 If APCSW requires legal representation or wishes to hold property, up to four Members shall be selected by the Executive Committee to act (if they so consent) as trustees and representatives for APCSW. Such persons shall be obliged (subject to law) to comply with the direction of the Executive Committee in performing their duties and shall, whether still in office or retired, be entitled to a full indemnity out of the funds of the APCSW for any loss, damage, costs, expenses, actions or proceedings which they suffer or for any liability they incur either:
  - 4.3.1 in the performance of their duties under this Constitution or
  - 4.3.2 by reason of being such trustees and representatives or
  - 4.3.3 in enforcing the indemnity save that they shall not be entitled to such indemnity if the loss, damage, costs, expenses, actions or proceedings were as a result of the trustee's (or representative's) willful default or gross negligence.

## **5. Membership and Friends**

- 5.1 A Member must be an individual who is a social worker registered with the appropriate national regulatory bodies in England, Wales, Scotland, Northern Ireland and Republic of Ireland, Channel Islands, and who is:
  - 5.1.1 working in palliative care, or
  - 5.1.2 fulfilling an academic or supervisory role in palliative care
- 5.2 If any Member's subscription is unpaid for 3 calendar months from the date on which payment was due, that Member shall be deemed to have resigned from APCSW
- 5.3. Member's subscriptions shall not be subject to reimbursement in part or in full for any reason unless the Executive Committee, in its absolute discretion, provides otherwise in any case. Where a Member ceases to fulfil either 5.1.1 or 5.1.2 his/her membership shall terminate at the end of the relevant subscription year.

5.4 The Executive Committee will consider, approve or reject applications for Membership or Associate Membership and its decision is final and binding. The Executive Committee, in its absolute discretion, may admit an individual as a Member who does not otherwise fulfil the criteria set out in 5.1 above if to do so would better advance and/or further the objects of APCSW.

5.5 The Executive Committee may also terminate the Membership of any Member at any time provided it has good and sufficient reason so to do in the best interests of APCSW and provided that the Member concerned shall be entitled to make written or oral representations to the Executive Committee before any such power is exercised.

5.6 The Executive Committee shall keep a current register of Members with the Member's full name and contact postal address (and where the Member agrees to accept service of notice by email, his/her email address) which shall be available for inspection by Members solely for purposes connected with APCSW on reasonable prior notice and in so doing the Executive Committee shall ensure that this requirement is brought to the attention of Members and if any Member shall not give express consent to the keeping of such details on this register then the Executive Committee may (but is not obliged to) refuse or terminate Membership.

5.7 Every Member of APCSW shall be entitled to:

5.7.1 receive notice of any General Meeting, including the AGM, of APCSW in accordance with the procedure set out in 8.1 and/or 8.6 below,

5.8.2 receive the Financial Statements or any other document to be presented to any General Meeting, including the AGM

5.7.3 attend and speak at any General Meeting, including the AGM

5.7.4 except for any Associate Member or Friend vote at any General Meeting, including the AGM

5.8 Otherwise Members shall be entitled to such benefits as the Executive Committee may determine in order to ensure that the objects of APCSW are carried out.

5.9 A category of "Friend of APCSW" was created in 2009 and continues. This is for past Members of APCSW who may not be eligible to be registered with their appropriate regulatory body but who wish to retain links with APCSW. A Friend shall be entitled to such benefits as the Executive Committee may determine including attendance at the AGM or any other General Meeting but may only speak if the Chairperson so permits and in no circumstances may a Friend vote.

5.10 A category of 'Associate Member' was created in 2016. This is for people who are not eligible to become members of the Association but have a professional interest in its work. This will include members of related professions, registered social workers other than specialist palliative care social workers, palliative care social workers who are not resident in the UK, employees and representatives of organisations of people with lived experience, educators and mentors. This list is not intended to be exhaustive. Associate Members shall be entitled to such benefits as the Executive Committee may determine including attendance at the AGM or any other General Meeting but may only speak if the Chairperson so permits and in no circumstances may an Associate Member vote.

## **6. Executive Committee and Chairperson**

6.1 The policy setting and day to day management of APCSW shall be dealt with by the Executive Committee

6.2 Any Member is eligible to be appointed to the Executive Committee subject to such rules and processes relating to nomination and appointment as the Executive Committee shall draw up provided such appointments are formally adopted at the AGM. Where there are more nominations for appointment than places available on the Executive Committee, the appointment of the Executive Committee shall be by election at the AGM (see 8.4.2 below)

6.3 The Executive Committee shall be a minimum of 10 Members, of which:

6.3.1 one will hold office as Chairperson of APCSW and

6.3.2 one will be Treasurer of APCSW and

6.3.3 up to a maximum of 2 per region will be Group Representatives appointed in accordance with 7.1 below and

6.3.4 at least 2 others; but apart from the Chairperson and the Treasurer, the Executive Committee may decide whether to establish any other specific office holders from among its number.

Save in the case of the Chairperson, the Executive Committee shall select the office holders from its number (excluding the Group Representatives see 7.1 below) by simple majority vote. The appointment of the Chairperson is dealt with at 6.17 to 6.19 below.

6.4 The term of office of a member of the Executive Committee shall be 3year(s) from an AGM. No Member shall serve on the Executive Committee for more than 6 consecutive years (which shall include any period as a designated office holder) unless circumstances otherwise require as determined by the Executive Committee in its absolute discretion. Any period of co-option will be disregarded.

6.5 The term of office of the Treasurer and any other office holder established under 6.3 above shall be 3 years from an AGM. No member of the Executive Committee shall serve as an office holder for more than 7 consecutive years (including any period of co-option) unless circumstances otherwise require as

determined by the Executive Committee in its discretion. The term of office of the Chairperson is dealt with at 6.18 below.

6.6 The Executive Committee may appoint and pay for such clerical or other assistance as it may reasonably require.

6.7 The Executive Committee may appoint and pay independent professional advisers, consultants or third party contractors on such terms as it may properly require in the best interests of APSCW and in order properly to discharge its policy and management responsibilities.

6.8 The Executive Committee may establish sub-committees for any purpose provided appropriate written terms of reference for such committees ensure their accountability to the Executive Committee.

6.9 The Executive Committee shall meet at least 4 times a year, and more frequently if the majority of the Executive Committee consider it to be requisite. Provided that all participants may communicate simultaneously with all other participants, Executive Committee meetings may be held by telephone or video conference or such other means as the Executive Committee may decide.

6.10 Between Executive Committee meetings, a Standing Committee consisting of the Chairperson, the Treasurer and one other Executive Committee member (as agreed by not less than two thirds of the Executive Committee) shall be responsible for taking any necessary decisions and/or actions but all such decisions and/or actions shall be reported at the next meeting of the Executive Committee.

6.11 Minutes shall be kept of meetings of the Executive Committee, Standing Committee and any sub committee.

6.12 The Executive Committee may at any time co-opt individuals to become its members. Save in exceptional circumstances (which may include, but are not limited to, the need to secure particular skills and/or expertise in a member or members of the Executive Committee) at any time there should be no more co-options than are needed to ensure that the Executive Committee has its minimum membership of 10 (see 6.3 above). In exercising its powers of co-option, the Executive Committee may co-opt Associate Members or individuals who are not Members of AVSM (including Friends), and in particular if no Member of APCSW is prepared to take up an appointment as Treasurer or any designated office (other than Chair) which has been established, the Executive Committee shall co-opt suitable non-Member office-holders.

6.13 Co-options to the Executive Committee (whether or not as designated office holders) shall continue until the next AGM, when in the case of necessity (to be reviewed at that and any subsequent AGM) a further period of co-option may be effected.

6.14 The Executive Committee shall have power to make arrangements for, or to lay down procedures to be followed for, the conduct of any business, meetings, elections, correspondence, co-options or any other business or activity connected with the affairs of APCSW and the attainment of APCSW's objects, provided these do not expressly or impliedly contradict the provisions of this Constitution.

6.15 The Executive Committee will be responsible for the prudent fiscal management of correspondence, co-options or any other business or activity connected with the affairs of APCSW and will ensure:

6.15.1 The Financial Statements comply with any regulatory requirements

6.15.2 Appropriate and proportionate processes and procedures are adopted in all dealings with correspondence, co-options or any other business or activity connected with the affairs of APCSW's finances, including (but not limited to) the keeping of appropriate accounting records

6.15.3 Accounts are subject (as best practice or regulation dictate) to independent audit or examination.

6.16 The quorum for the Executive Committee shall be 5 of which at least 2 shall be Group Representatives.

6.17. The Chairperson of the Executive Committee (who is Chairperson of APCSW) shall be elected by simple majority vote of the members of the Executive Committee. If this voting is tied between two or more candidates then those Members present in person or by proxy at the AGM shall elect by simple majority from the candidates in question, and the Executive Committee shall be responsible for establishing procedures for nomination and the election process in accordance with 6.14 above, provided that Members are given written notice of any changes or amendments to current procedures no later than the time of service of the notice of the next AGM to which they apply (see 8.1 below)

6.18 The term of office for the Chairperson shall be 3 years starting from the close of an AGM in which he/she is elected or adopted (see 8.2 below) and no individual shall serve for more than 6 consecutive years unless circumstances otherwise require as determined by the Executive Committee in its discretion.

6.19 The Chairperson shall be a Member but if no Member is willing to seek office as Chairperson then in the discretion of the Executive Committee an Associate Member may stand for election. If no Member or Associate Member is willing to seek office as Chairperson then the Executive Committee may nominate such other individual as may in its discretion be suitable.

6.20 In exercising any power or authority (including any discretion) of the Executive Committee under this constitution each member of the Executive Committee must act in good faith and in the best interests of APCSW to further the attainment of its objects.

6.21 The proceedings of the Executive Committee shall not be invalidated by any vacancy among its number, or by any failure to appoint, or any defect in the election, appointment, co-option or qualification of any member of the Executive Committee

## **7 Group organisation and participation**

7.1 APCSW shall be divided into designated groups and each group shall elect a Group Representative every 3 years to serve on the Executive Committee. This role may be shared.

7.2 A Group Representative must be a Member of APCSW unless circumstances otherwise require as determined by the Executive Committee in its discretion.

7.3 The number and composition of the Groups will be as determined by the AGM from time to time.

7.4. The election process for Group Representatives shall be determined by the Executive Committee in accordance with 6.14 above.

7.5. The term of office for a Group Representative will be 3 calendar years from election but no individual may hold office as a Group Representative for more than 3 consecutive years unless circumstances otherwise require as determined by the Executive Committee in its absolute discretion.

7.6. A record shall be kept of any group meeting, including a record of the topic of any presentation and the speaker, summary of discussion and any decisions made. This will be sent as soon as is practicable to the designated secretary of the Executive Committee and will be shared with all members of the Executive Committee

## **8. General Meetings**

8.1 There shall be an AGM in each calendar year which shall be held no later than 15 months after the previous one, at a time and place to be determined by the Executive Committee of which not less than 3 weeks prior written notice must be given to all Members. Such notice must include details of how a Member (but not an Associate Member or Friend) may vote by proxy (see also 8.7 below)

8.2 The AGM shall be chaired by the Chairperson but if the Chairperson is unavailable, by the Vice Chair (if any) for the time being or a member of the Executive Committee to be decided by the Executive Committee in its discretion.



The Chairperson's term of office shall end at the close of the meeting in question (see 6.18 above).

8.3 If any individual is a member of the Executive Committee (including any Group Representative) but is not a Member, he/she must also receive notice of any General Meeting including the AGM as set out in 8.1 above and 8.6 below. Such individual may attend the General Meeting/AGM, and at the invitation or otherwise with the permission of the Chairperson may speak, but in no circumstances vote.

8.4 The business of the AGM shall be to:

8.4.1 receive the Financial Statements for the immediately preceding year

8.4.2 adopt (including, where necessary, by election) candidates to become members of the Executive Committee (see 6.2, 6.3, 6.12 and 6.13 above)

8.4.3 adopt the Chairperson for the forthcoming year elected by the Executive Committee and/or where necessary elect the Chairperson (see 6.17 and 6.19)

8.4.4 Deal with any other business for consideration or adoption as required by this Constitution including to consider any other resolution which has been laid before the AGM in accordance with 8.5 below

8.5 Proposals for resolution at any General Meeting (including the AGM) shall be submitted in writing to the Treasurer (or such member of the Executive Committee designated for this purpose of whom Members shall have been given prior notice in writing signed by the Treasurer for the time being) not less than 7 clear days before the meeting in question. A resolution shall be submitted either by a simple majority of the Executive Committee, or shall be proposed by a Member (but not an Associate Member) and seconded by at least one Member (but not an Associate Member).

8.6 In addition to the AGM, a General Meeting may be called either by a simple majority of the Executive Committee or by a written request stating the purpose of the meeting in question signed by at least one third of Members (but not including Associate Members) and sent to the Treasurer (or such member of the Executive Committee designated for this purpose of whom Members shall have been given prior notice in writing signed by the Treasurer for the time being). On receipt of such request from Members the Executive Committee shall cause a General Meeting to be convened within 28 days and otherwise in accordance with 8.1 and 8.3 above and notice of the meeting must include in the notice of the meeting in question a statement of its purpose. . Otherwise any General Meeting shall be called in accordance with the notice provisions in 8.1 above.

8.7 A Member (but not an Associate Member) may appoint a proxy to attend in his/her place to vote at any General Meeting (including the AGM). The proxy need not be a Member, and can be the Chairperson. A full explanation of procedural requirements relating to proxies shall be drawn up by the Executive Committee in accordance with 6.14 above and shall be adequately explained on any notice of meeting given under 8.1 or 8.6 above.

8.8 The quorum for General Meetings (including the AGM) shall be one quarter of those Members (but not Associate Members) who are present in person or by proxy. Save in relation to matters referred to in 9 below business shall be decided by a simple majority of Members present in person or by proxy.

8.9 At any General Meeting (including the AGM) any Member (but not an Associate Member) present in person (but not by proxy) may demand, or the Chairperson may require, a poll either before or immediately after a vote on a show of hands on the matter in question.

8.10 Any General Meeting (including the AGM) may be held at shorter notice than is prescribed in this Constitution if over half the Members entitled to attend and vote at it give their prior written consent.

8.11 Minutes shall be kept of all General Meetings (including the AGM)

## **9. Amendments to this Constitution**

Additions/changes to this Constitution may only be made by vote at a General Meeting (including an AGM). Proposals for change may be made by the Executive Committee or by a resolution proposed by a Member (but not an Associate Member) and seconded by at least 2 Members (but not Associate Members). Prior written notice of proposed additions and/or changes must be sent to Members either at the same time as notice of the AGM is served under 8.1 above or otherwise at the time notice of any General Meeting is served under 8.6 above. All such additions and/or changes will require a two-thirds majority of those Members present in person or by proxy.

## **10. Remuneration and reimbursement of expenses**

10.1 The Executive Committee shall have power to reimburse the proper and reasonable expenses incurred by any of the following:

10.1 .1 Any Member who is acting solely in relation to the business or activities of APCSW

10.1.2 Any member of the Executive Committee (including the Chairperson, Treasurer and any designated office holder) in relation to activities solely connected with his/her appointment as a member of the Executive Committee

10.1.3 Any Regional Representative in relation to activities solely connected with his/her appointment as a Regional Representative

10.2 The Executive Committee shall be empowered to remunerate by honorarium the Chairperson, Treasurer or any designated office-holder at its discretion and always in accordance with prevailing principles and standards of prudent fiscal management for work done in pursuance of that office, such remuneration to be reviewed and authorised annually by approval of not less than a two-thirds majority of the Executive Committee and for the avoidance of doubt the Executive Committee may decline to exercise this power.

## **11. Notices and Communications**

Notices and other communications shall be sent:

11.1 To the Chairperson or to the designated secretary for the committee by email at the address given in Members' Register referred to in 5.7 above or such other address as the Executive Committee shall notify to the Members from time to time.

11.2 To Members (or any other person entitled to receive a notice under this Constitution) to the last address in the United Kingdom notified in writing by that Member or person for this purpose to APCS by prepaid post and where sent first class any letter shall be deemed to have been received within 2 days (excluding Saturday, Sundays and Bank Holidays) of posting and where sent second class any letter shall be deemed to have been received within 4 days (excluding Saturday, Sundays and Bank Holidays) of posting.

A notice in writing may also be given by electronic mail but only from and to the email addresses which (as the case may be) the Executive Committee has identified prior to adopting this form of communication to Members or other persons entitled to receive notices under this constitution and the Member has identified to the Executive Committee prior to accepting this form of communication from the Committee. Email addresses from and to which notices may be served may themselves be changed by service of appropriate prior written notice. Where the Executive Committee or a Member has not identified an email address for service of notices in this way then notices must be served by post.

## **12. Dissolution**

If the Executive Committee by a two-thirds majority decides at any time and on any ground that it is advisable to dissolve APCS it shall call a General Meeting

in accordance with 8.6 above and the notice shall state the terms of the resolution for dissolution to be put to such meeting. Proxy voting shall be permitted by the notice calling the meeting. Dissolution of APCSW shall require a decision confirmed by a two-thirds majority of those Members present in person or by proxy and entitled to vote. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable or not for profit institution or institutions having objects similar APCSW as the Executive Committee may determine.

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