

## CDA CONSTITUTION



### NAME

1. (a) The Name of the Association (hereinafter called 'The Association') is 'ASSOCIATION FOR THE CATHOLIC DEAF OF GREAT BRITAIN AND IRELAND.'
- (b) The Association will be commonly known as the 'Catholic Deaf Association' (CDA).

### PURPOSES

2. The Association is established for charitable purposes only.

### OBJECTS

3. Subject as aforesaid, the objects of the Association shall be:
  - (a) To promote the Education, Training, Spiritual, Social and General Welfare for Catholic Deaf, Deaf with disabilities, Hard of Hearing and Deafblind People throughout England, Ireland, Scotland, and Wales.
    - (i) To co-operate with and support different agencies;
    - (ii) To educate and train personnel as may be deemed expedient for the furtherance of any or all the objects of the Association.
    - (iii) To advance the education and to promote the training and employment of such persons.

### POWERS

- (a) To recruit and support Teachers, Chaplains, Instructors, Directors and Deaf professionals for, and provide all necessary or desirable or useful appliances, equipment, goods, supplies, materials and things for the provision of suitable educational, spiritual, technical, vocational or physical training as may be required for the aforesaid or any of them.
- (b) To provide expert advice, courses of instruction, tuition, lectures, conferences, exhibitions and literature in relation to the above objects or any of them.
- (c) To provide participative programmes for Deaf adults and organisation to enable them to fulfil their own potential.

- (d) To recognise, promote and encourage the use of British Sign Language (BSL) / Irish Sign Language (ISL), and the development of Deaf Culture. To set up a workshop and / or training sessions for schools, clubs, training centre, workshops for the purpose of said objects.
- (e) To provide a positive and inclusive learning environment on Awareness / Deaf Culture in BSL/ISL for Bishops, Priests, Deacons, religious Sisters, laity (lay people) and diocesan staff.
- (f) To purchase, take or lease or otherwise acquire equipment.

## **MEMBERSHIP**

4. The members of the Association shall be:
  - (a) Under the guidance of the General Data Protection Regulations (GDPR) such other persons as shall apply for and to be admitted to membership of the Catholic Deaf Association. Each CDA member has an obligation to sign on the agreement membership form to allow for their personal data stored and kept safely.
  - (b) Every member of the Catholic Deaf Association shall pay a subscription every three years and is renewable in January after the three years is up. This shall be fixed from time to time by the Annual General Meeting.
  - (c) Individual membership and life membership.
  - (d) Membership is not transferable to anyone else.
  - (e) The Honorary Secretary must keep a register of names and addresses of the members.
  - (f) Ensure the Association is GDPR compliant, the database (names and addresses of members) is kept secure and confidential.
5. Termination of membership:
  - i. The Council member dies, or if it is an organisation, ceases to exist.
  - ii. The Council member resigns by written notice to the charity unless, after the resignation, there would be less than two members.
  - (a) Any sum due from the member to the charity is not paid in full within six months of it is failing due.
  - (b) The member is removed from membership by a resolution of the trustees that it is in

the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

- (i) The member has been given at least twenty-one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed.
- (ii) The member or, at the option of the member, the member's representative (who need be a member of the charity) has been allowed to make representations to the meeting.

## **GOVERNANCE** (or 'Government of the Catholic Deaf Association')

### 6. The Council of the Association

- (a) The management has the authority to exercise, as they see fit under the CDA rules, to exercise the powers vested in the general management from time to time made by the Catholic Deaf Association. During the CDA AGM, one cannot decide to add, change or delete any regulations that has not been approved beforehand.
- (b) The Council shall have power to delegate any of its powers to Committees consisting of such member or members of their body or of the Association as they think fit.  
Any Committee so formed shall, in the exercise of the powers so delegated, comply with any conditions that may be imposed on them by the Council.

The Council shall consist of:

- (c) Of not less than eight (8) individual members and not more than twelve (12) individual members duly elected at the Annual General Meeting.
- (d) Individual Members shall be eligible for election to the Council upon being proposed and seconded by other individual members or by the Council.
  - (i) In the event of there being more nominations than vacancies the Chairperson of the Annual General Meeting shall conduct a poll by secret Ballot, and voting shall be by simple majority vote.

- (ii) Notice of nominations for election to the Council shall be communicated to the Honorary Secretary not less than 21 days before the Annual General Meeting.
- (iii) Four new members shall be appointed at the AGM each year to serve on the Council for three years and shall be eligible for re-election.
- (iv) If for some reason we do not have twelve (12) Council members the Council will co-opt others of skill for one year as work requires.
- (e) The Council shall appoint from among its Members, the Chairperson (who shall have a casting vote in addition to his/her own vote), a Vice-Chairperson, and an Honorary Treasurer, and an Honorary Secretary to serve for a period of 3 years when each shall be eligible for re-election.
- (f) The Chairperson shall be an ex-officio member of all Committees.
- (g) The quorum for Council Meetings shall be five.
- (h) The governance and property of the Association shall be invested in the Trustees along with the Current Bank Account. The Trustees shall remain in office until death or retirement. All vacancies occurring by death or retirement shall be made by the remaining Trustees and Chairperson of the Council.
- (i) The Council shall meet in person at least twice in the year. Council meetings are held monthly online using Zoom technology, the Honorary Secretary shall notify Council members of the relevant online link.
- (j) The Council shall if it is so desires, appoint a President or Vice President of the Association who shall hold said office for such time as the council shall so decide.

## **BANKING ACCOUNT**

- 7. (a) The Council shall open a Banking Account in the name of the Catholic Deaf Association, and all monies shall be lodged by the Honorary Treasurer to said account and all payments shall be by cheque only signed by the Honorary Treasurer and countersigned by the Chairperson or Honorary Secretary for the time being. The Chair and Honorary Treasurer are accountable for the frequent on-line transactions which must require the prior consent / permission of the Chair. Frequent reports must be provided to the Trustees as well as to the Council at every Council meeting. The

Honorary Treasurer to keep said records such as invoices and receipts are kept safe.

- (b) The Council shall appoint Auditors who shall hold office until the First Annual General Meeting and thereafter the Auditors shall be appointed at each Annual General Meeting and be eligible for re-election.

### **ANNUAL GENERAL MEETING**

- 8. (a) The Honorary Secretary, upon the instructions of the Council, shall convene an Annual General Meeting by to each member at least six (6) weeks' notice should be given to all members in writing / by email.
- (b) The Annual General Meeting shall be held not later than the Twenty eighth day of September Two Thousand and Twenty-four and thereafter at intervals of not more than fifteen months.
- (c) All individual members shall have the right to attend and speak at the Annual General Meeting and to vote thereat. Provision shall be made, as far as possible, to allow members to access the AGM online.

### **EXTRAORDINARY GENERAL MEETING (EGM)**

- (d) Upon Requisition signed by not less than Twelve Individual Members the Chairperson shall direct the Honorary Secretary to convene a General Meeting by giving to each member two weeks' notice in writing / email.
- (e) The Council shall have the power to convene a Special General Meeting at any time upon the same notice.

### **QUORUMS**

- 9. (a) At any Annual General Meeting or Special General Meeting the quorum shall by Minimum of Twelve Individual Members
- (b) If no quorum is available at any Annual or Special General Meeting the Chairperson shall re-convene the meeting upon another date, and the re-convened meeting may, if it so decides to proceed to transact business even if the requisite quorum is not present.

- (c) If a quorum is not present within one hour from the time appointed for the meeting: the meeting shall be adjourned to such time and place as the trustees shall determine. The trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date time and place of the meeting.

## **VOTING**

- 10. (a) At any Annual or Special Meeting each individual member shall have one vote, and if any individual member shall so request, the Chairperson has her / his vote plus a casting vote to ensure no equal draw / stalemate.

## **RESOLUTIONS**

- 11. (a) Any member desirous of submitting a resolution may do so by sending it in writing to the Honorary Secretary at least 21 days before the date of any Annual or Special General Meeting.
- (b) Honorary Secretary shall on the direction of the Chair to circulate resolutions with the agenda submitted by members together with any resolutions submitted by the Council before the date of the Meeting.
- (c) The Chair and the Honorary Treasurer shall present to the Annual General Meeting for approval a report and the audited accounts for the preceding year.

## **OFFICERS AND TRUSTEES**

- 12. (a) The Trustees and the Chair of the Council plus executive Officers, supported by the ordinary Council members including Co-opted members must be accountable to the CDA membership and the Charity Commission for the wellbeing of the CDA's accounts and property.
- (b) The charity shall have the following officers:
  - (i) Chair
  - (ii) Vice Chair
  - (iii) Secretary
  - (iv) Treasurer
- (c) All Trustees must be paid up members of the charity CDA.

- (d) No one may be appointed a trustee if he or she would be disqualified after committing offences involving deception or fraud, or who is undischarged bankrupt or who has been removed from office as a charity trustee will be disqualified for acting as a trustee.

## **CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES**

13. A charity trustee must:

- (a) Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
- (b) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).
- (c) As well as the trustees, **ALL** CDA Council members must declare any conflict of interest / loyalty and may **NOT** discuss Council business with their spouse / partner.
- (d) If any CDA Council member fails without good reason to attend three consecutive committee meetings, the Chair must report the failure to the next meeting of the Council which may resolve that they are no longer a member of that Council.

## **MINUTES**

14. (a) Appointments of officers and trustees made by the Honourable Secretary.
- (b) Proceedings at meetings of the charity.
- (c) Trustees and meetings of the Council, plus committees, any sub-committees / working parties including;
- (i) the names of the trustees present at the meeting
  - (ii) the decisions made at the meetings; and
  - (ii) where appropriate the reason for the decisions.

## **ACCOUNTS, ANNUAL REPORT, ANNUAL RETURN**

15. The trustees and elected Council Officers of the charity must comply with their obligations under the Charities Act 2011 with regard to:
- (a) the keeping of accounting records for the charity.
  - (b) the preparation of annual statements of account for the charity.
  - (c) the transmission of the statements of account to the commission.
  - (d) the preparation of an Annual Report and its transmission to the commission.

### **ALTERATIONS TO RULES**

16. (a) The rules of the Catholic Deaf Association or any part thereof may be varied or repealed and any new Rules may be added provided that a Special General Meeting be called for the purposes and terms of the amendment, repeal or addition are circulated to Members together with notice convening the meeting, and provided two-thirds of those present and entitled to vote accept the amendment, repeal or addition provided that always up to the Twenty eighth day of September Two thousand and twenty-four. It shall be open to the Council to vary, repeal or add to any Rule.
- A Special General Meeting for this purpose may be held upon the same day and at the same place as an Annual General Meeting.
- (b) No new rule shall be made, nor shall any rule herein contained be amended or repealed in any manner which would enable the income or assets of the Catholic

Deaf Association during the continuance of the Catholic Deaf Association or on its dissolution to be applied otherwise than for charitable purposes

## DISSOLUTION

17. (a) At any Annual General Meeting a majority of three-quarters present, and voting may decide to dissolve the 'ASSOCIATION FOR CATHOLIC DEAF OF GREAT BRITAIN AND IRELAND' provided notice of their intention is clearly set out in the Agenda.
- (b) If upon the 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 institution or institutions 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, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

Signed as approved by the Trustees.

Date:

*P.M. Fletcher*

Paul Mervyl Fletcher

*6<sup>th</sup> March 2025*

*Frankie Berry*

FRANKIE BERRY

*7<sup>th</sup> March 2025*

*Theresa Higgins*

THERESTA HIGGINS

*9<sup>th</sup> March 2025*